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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**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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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 TO ISSUE SHARES,  
DECLARATION OF FINAL DIVIDEND,  
PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF  
ASSOCIATION AND ADOPTION OF THE NEW ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening the Annual General Meeting of the Company to be held by electronic means only (“**Online AGM**”) on Wednesday, 18 June 2025 at 10:00 a.m. is set out on pages 49 to 54 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adjourned meeting (as the case may be) after having lodged a form of proxy, the form of proxy will be deemed to have been revoked.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/Singamas2025AGM> which enables audio live streaming of the AGM.

24 April 2025

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The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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## SPECIAL ARRANGEMENTS FOR THE AGM

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### 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/Singamas2025AGM> (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, 17 June 2025, 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.

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## SPECIAL ARRANGEMENTS FOR THE AGM

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### 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 also 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](http://www.computershare.com/hk/contact)

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## DEFINITIONS

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*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, 18 June 2025 at 10:00 a.m. or any adjournment thereof (or as the case may be)
“Articles”	the existing 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”	16 April 2025, 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
“New Articles”	the amended and restated articles of association of the Company incorporating the Proposed Amendments proposed to be adopted by the Company at the AGM
“Nomination Committee”	the nomination committee of the Board

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## DEFINITIONS

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“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
“Proposed Amendments”	the proposed amendments to the Articles as set out in Appendix III to this circular
“Record Date”	Friday, 4 July 2025, 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 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 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

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## DEFINITIONS

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“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
“%”	per cent

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## LETTER FROM THE BOARD

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勝獅貨櫃企業有限公司

**SINGAMAS CONTAINER HOLDINGS LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**Stock Code: 716**

*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

24 April 2025

*To the Shareholders*

Dear Sirs or Madams,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES,  
DECLARATION OF FINAL DIVIDEND,  
PROPOSED AMENDMENTS TO THE EXISTING ARTICLES OF  
ASSOCIATION AND ADOPTION OF THE NEW ARTICLES OF ASSOCIATION  
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 to be held on Wednesday, 18 June 2025 relating to the proposed re-election of Directors, declaration of final dividend, Share Issue Mandate, Repurchase Mandate in accordance with Share Buyback Rules and the Proposed Amendments to the Articles and adoption of the New Articles.



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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

The Board currently consists of seven Directors, namely Mr. Teo Siong Seng, Ms. Siu Wai Yee, Winnie, Ms. Chung Pui King, Rebecca, Mr. Ng Wai Lim, Mr. Ho Teck Cheong, Mr. Lam Sze Ken, Kenneth and Ms. Wong Sau Pik.

Pursuant to article 92 of the Articles, Ms. Siu Wai Yee, Winnie, Ms. Chung Pui King, Rebecca and Mr. Lam Sze Ken, Kenneth 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. Lam Sze Ken, Kenneth has served as an independent non-executive Director of the Company since 26 June 2024, and has given to the Company his annual confirmation of independence pursuant to Rule 3.13 of the Listing Rule. Mr. Lam 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. Lam 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. Lam's expertise in shipowning and financing would continue to bring contribution to the diversity of the Board. In addition, Mr. Lam 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. Lam to be approved by Shareholders at the AGM.

The Board has also considered Mr. Lam's extensive industry knowledge in the shipowning and financing, his work profile and experience which are set out in Appendix I to this circular. The Board has benefited from the presence of Mr. Lam in giving independent and impartial views to the Company's affairs. The Board believes that Mr. Lam's experience and expertise would contribute diversity to the Board.

The Board is of the view that Mr. Lam 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. Lam has the required character, integrity and experience to continuously fulfill his role as an independent non-executive Director effectively.

The Board concluded that Mr. Lam is suitable 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.

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## LETTER FROM THE BOARD

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### REPURCHASE MANDATE

At the last annual general meeting of the Company held on 26 June 2024, a general and unconditional mandate, which was given to the Directors to exercise all the powers of the Company to repurchase its own Shares on the Stock Exchange, up to a maximum of 10% of total number of Shares in issue, 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.

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 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 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 the number of Shares purchased under the Repurchase Mandate, if granted. Such extended amount shall not exceed 10% in aggregate number of Shares in issue as at the date of passing of the Ordinary Resolution as referred to in item 8 of the notice of AGM.

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.

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## LETTER FROM THE BOARD

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### PROPOSED AMENDMENTS TO THE ARTICLES AND ADOPTION OF THE NEW ARTICLES

A special resolution will be proposed at the AGM to be approved by the Shareholders to amend the Articles to tie in with the revised requirements under the Listing Rules and applicable laws of Hong Kong in relation to electronic dissemination of corporate communications and treasury shares and to adopt the New Articles containing the Proposed Amendments in substitution for, and to the exclusion of the Articles.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and do not violate the applicable laws of Hong Kong. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

Details of the Proposed Amendments are set out in Appendix III to this circular and the Proposed Amendments and adoption of the New Articles are subject to approval by the Shareholders by way of special resolution at the AGM. The New Articles will take effect on the date on which the Proposed Amendments and adoption of the New Articles are approved by the Shareholders at the AGM.

### AGM

Notice of AGM is set out on pages 49 to 54 of this circular.

At the AGM, resolutions will be proposed to the Shareholders in respect of the ordinary business of the Company to be considered at the AGM, being the approval and adoption of the audited financial statements, the Directors' report and the auditor's report for the year ended 31 December 2024, the declaration of final dividend, the re-election of Directors, authorising the Board to fix the Directors' remuneration, the re-appointment of auditor and the special business of the Company to be considered at the AGM, being the proposed grant of the Repurchase Mandate, the Share Issue Mandate, extension of the Share Issue Mandate and the Proposed Amendment of the Articles and adoption of the New Articles. The notice of AGM is set out in Appendix IV to this circular.

The votes to be taken at the AGM will be by poll, the results of which will be announced after the AGM.

### ACTION TO BE TAKEN

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 accompanied to this circular 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.

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## LETTER FROM THE BOARD

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### 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, extension of the Share Issue Mandate and the Proposed Amendment to the Articles and adoption of the New Articles 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 to give effect to them.

### GENERAL

Your attention is also drawn to the 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 (as required by the Listing Rules) proposed to be re-elected at the AGM are set forth below:*

**EXECUTIVE DIRECTORS**

**Ms. Siu Wai Yee, Winnie**, aged 53, was appointed as Executive Director of the Company on 1 January 2023. She joined the Group on 1 October 2021 as Chief Operating Officer Designate and was appointed as Chief Operating Officer of the Company on 1 January 2022. She also serves as director of certain subsidiaries of the Company. Ms. Siu graduated from the Hong Kong Polytechnic University with a Bachelor's Degree of Business Studies (Majors in Marketing) and obtained an MBA from IMD Lausanne in Switzerland. She has over 28 years of extensive experience in container shipping, manufacturing, leasing and trading plus global logistics.

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

As at the Latest Practicable Date, Ms. Siu does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Ms. Siu has entered into a service agreement with the Company regarding her 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. Ms. Siu'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 her service. She is entitled to an annual remuneration (including discretionary performance bonus) of approximately HK\$6,364,000 and a director's fee of HK\$250,000 for the year of 2024 with reference to the remuneration policy of the Company and having given consideration to the level of responsibility, experience and abilities required of Ms. Siu and the remuneration offered for similar position in comparable companies. Ms. Siu has not held any directorship in other listed public companies during the last three years.

**Ms. Chung Pui King, Rebecca**, MBA, HKICPA, FCCA, aged 56, was appointed as Executive Director of the Company on 2 July 2015. Ms. Chung joined the Group on 1 January 1996. She was appointed as Chief Financial Officer and Company Secretary of the Company on 2 February 2013 and 10 September 2013 respectively. She also holds directorships in certain subsidiaries of the Company. Ms. Chung has more than 33 years of extensive experience in accounting, sourcing and manufacturing.

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

As at the Latest Practicable Date, the personal interest of Ms. Chung represents the interest in 195,291 Shares. Save as disclosed above, she does not have any other interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Ms. Chung has entered into a service agreement with the Company regarding her 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. Ms. Chung'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 her service. She is entitled to an annual remuneration (including discretionary performance bonus) of approximately HK\$4,161,000 and a director's fee of HK\$250,000 for the year of 2024 with reference to the remuneration policy of the Company and having given consideration to the level of responsibility, experience and abilities required of Ms. Chung and the remuneration offered for similar position in comparable companies. Ms. Chung has not held any directorship in other listed public companies during the last three years.

**INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. Lam Sze Ken, Kenneth**, aged 58, was appointed as Independent Non-executive Director of the Company on 26 June 2024. Mr. Lam graduated from Amherst College, USA in 1990 with a bachelor's degree with honours in philosophy and economics. He has extensive industry knowledge in shipowning and financing. Mr. Lam is the founder and CEO of SeaKapital Limited. He was the managing director and head of shipping and offshore in Asia at Credit Agricole Corporate and Investment Bank (“**CA-CIB**”) until March 2023 and had been the chairman and CEO of Credit Agricole Asia Shipfinance Limited (“**CAASL**”), a wholly owned subsidiary of CA-CIB fully dedicated to providing a full range of financial and advisory services to the shipping industry. Between April 2023 and April 2024, Mr. Lam served as the honorary chairman and non-executive director of CAASL. Mr. Lam completed his six-year term (from 2018 to 2024) as a member of the Hong Kong Maritime and Port Board under the Transport and Logistics Bureau of the Government of the Hong Kong Special Administrative Region and has been retained as a member of the Task Force on Maritime Business Tax Incentives. He is also an executive committee member and the honorary treasurer of the Hong Kong Shipowners Association. Mr. Lam is a national committee member of the Chinese People's Political Consultative Conference.

Mr. Lam does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Lam, being an independent non-executive Director, 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. Lam 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.

As at the Latest Practicable Date, Mr. Lam does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Lam 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 HK\$193,000 for the year of 2024 with reference to the remuneration policy of the Company and having given consideration to the level of responsibility, experience and abilities required of Mr. Lam and the remuneration offered for similar position in comparable companies. Save as disclosed above, Mr. Lam did not hold any other 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 Ms. Siu Wai Yee, Winnie, Ms. Chung Pui King, Rebecca and Mr. Lam Sze Ken, Kenneth that need to be brought to the attention of the shareholders of the Company nor information to be disclosed pursuant to the requirements of Rules 13.51(2) (h) to (v) of the Listing Rules.

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## **APPENDIX II      EXPLANATORY STATEMENT ON REPURCHASE MANDATE**

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*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 238 to section 241 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.

### **SHARE CAPITAL**

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

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 which are fully paid-up.

### **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.

## APPENDIX II      EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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 2024, 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.

### 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>
<b>2024</b>		
May	0.790	0.560
June	1.000	0.730
July	1.030	0.720
August	0.840	0.670
September	0.720	0.590
October	0.790	0.650
November	0.750	0.660
December	0.740	0.640
<b>2025</b>		
January	0.710	0.620
February	0.750	0.680
March	0.740	0.650
April*	0.680	0.550

\* Up to 16 April 2025, being the Latest Practicable Date prior to the printing of this circular for ascertaining certain information contained herein.



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## APPENDIX II      EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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### 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.

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 an 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 following are the Proposed Amendments, with the proposed insertions and deletions indicated by the underlined text and the strikethrough text, respectively. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the new Articles. If the serial numbering of the clauses of the Articles is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the clauses of the New Articles as so amended shall be changed accordingly, including cross-references.

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in "...")
Cover	<p><u>AMENDED AND RESTATED</u> ARTICLES OF ASSOCIATION  (as adopted by a special resolution passed on 18 June, 2025)  SINGAMAS CONTAINER HOLDINGS LIMITED  勝獅貨櫃企業有限公司  (Name changed on March 4, 1993<del>Including all amendments up to 23rd June, 2023</del>)</p> <p>Incorporated the 7th day of October 1988</p> <p>(<del>Reprinted in June 2023</del>)</p>
Certificate of Incorporation on Change of Name	Deleted in its entirety.
Special Resolution dated 9 December 2005	Deleted in its entirety.
Heading	<p>THE COMPANIES ORDINANCE (<u>CHAPTER 622 OF THE LAWS OF HONG KONG</u>)</p> <p><u>PUBLIC</u> COMPANY LIMITED BY SHARES</p> <p><u>AMENDED AND RESTATED</u> ARTICLES OF ASSOCIATION  (as adopted by a special resolution passed on 18 June, 2025)  ...</p>
1A.	<p>...</p> <p>(<del>as amended by special resolution passed on 19th November, 2014</del>)</p>
1B.	<p>...</p> <p>(<del>as amended by special resolution passed on 19th November, 2014</del>)</p>
1C.	<p>...</p> <p>(<del>as amended by special resolution passed on 19th November, 2014</del>)</p>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
2(1)	<p data-bbox="587 300 1388 406">“<u>actionable corporate communication</u>” has the meaning ascribed to it under the Listing Rules;</p> <p data-bbox="587 449 1316 480">“these articles” the articles of association of the Company;</p> <p data-bbox="587 523 1388 736">“associate” in relation to any director, chief executive or substantial shareholder, has the meaning assigned to it by the Listing Rules;  <i>(as amended by special resolution passed on 19th November, 2014)</i></p> <p data-bbox="587 778 1388 927">“board” board of directors of the Company;  <i>(as amended by special resolution passed on 18th May, 2006)</i></p> <p data-bbox="587 970 1388 1374">“business day” any day on which the Stock Exchange is open for the business of dealing in securities, for the avoidance of doubt, a day on which the Stock Exchange is closed for the business of dealing on securities for the reasons of a tropical cyclone warning no. 8 or above or a “black rainstorm warning” signal is hoisted in Hong Kong, such day shall be counted as business day for the purpose of this Article;  <i>(as amended by special resolution passed on 5th June, 2009)</i></p> <p data-bbox="587 1417 1388 1670">“clear business days” in relation to the period of a notice, that period excluding the business day when the notice is given or deemed to be given and the business day for which it is given or on which it is to take effect;  <i>(as amended by special resolution passed on 5th June, 2009)</i></p>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
	<p>“clear days” in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;</p> <p>“close associate” <u>has the meaning ascribed to it under the Listing Rules;</u></p> <p>“corporate communication” <u>has the meaning ascribed to it under the Listing Rules;</u></p> <p>“dollars” and “\$” dollars in the lawful currency of Hong Kong;</p> <p>“executed” any mode of execution;</p> <p>“the Group” the Company and any subsidiary or subsidiaries of the Company;</p> <p>“holder” in relation to shares, the member whose name is entered in the register of members as the holder of the shares;</p> <p>“hybrid meeting” <u>a general meeting held and conducted by (i) physical attendance and participation by members and/or proxies at the principal meeting location and where applicable, one or more meeting location(s); and (ii) virtual attendance and participation by members and/or proxies by means of virtual meeting technology;</u></p> <p>“Listing Rules” the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time;  <i>(as amended by special resolution passed on 18th May, 2006)</i></p>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
	<p>“<u>meeting location(s)</u>”      <u>has the meaning ascribed to it in article 45(4);</u></p> <p>“Office”      the registered office of the Company;</p> <p>“the Ordinance”      subject to paragraph (3) of this <del>a</del>Article, the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);</p> <p><i>(as amended by special resolution passed on 19th November, 2014)</i></p> <p>“paid up”      paid up or credited as paid up;</p> <p>“<u>physical meeting</u>”      <u>a general meeting held and conducted by physical attendance and participation by members and/or proxies at the principal meeting location and if applicable, one or more meeting locations;</u></p> <p>“<u>principal meeting location</u>”      <u>has the meaning ascribed to it in article 46;</u></p> <p>“Published in the Newspapers”      has the meaning assigned to it by the Listing Rules;</p> <p><i>(as amended by special resolution passed on 19th November, 2014)</i></p> <p>“the seal”      the common seal of the Company and an official seal (if any) kept by the Company by virtue of section 126 of the Ordinance, or either of them as the case may require;</p> <p><i>(as amended by special resolution passed on 19th November, 2014)</i></p>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
	<p>“secretary”                      the secretary of the Company or any other person authorised to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;</p> <p>“the Stock Exchange”                      The Stock Exchange of Hong Kong Limited;;</p> <p>“Treasury Share(s)”                      <u>the shares repurchased and held by the Company in treasury, to the extent permitted under all applicable laws, rules and regulations, including shares repurchased by the Company and held or deposited in Central Clearing and Settlement System (CCASS) for sale or transfer on the Stock Exchange;</u></p> <p>“virtual meeting”                      <u>a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by using virtual meeting technology; and</u></p> <p>“virtual meeting technology”                      <u>a technology (including, without limitation, electronic facilities) that allows a person to listen, speak and vote at a meeting without being physically present at the meeting.</u></p>
2(3)	A reference in these articles to any statute, <u>the Listing Rules</u> or provision of a statute <u>or the Listing Rules</u> includes a reference to any statutory modification or re-enactment of it for the time being in force.
2(5)(a)	references to writing include references to typewriting, printing, lithography, photography and any other modes of representing or reproducing words in a legible and non-transitory form <u>including in electronic form;</u>
2(5)(c)	references to a power are to a power of any kind, whether administrative, discretionary or otherwise; <del>and</del>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
2(5)(d)	references to a committee of the directors are to committee established in accordance with these articles, whether or not comprised wholly of directors;:-
<u>2(5)(e)</u>	<u>references to issued shares of any class of the Company will not include any Treasury Shares except where the contrary is expressly provided; and</u>
<u>2(5)(f)</u>	<u>references to a person being present at a general meeting or attending or participating in a general meeting means either present at a physical venue if physically present, or attending or participating in a virtual meeting or hybrid meeting via virtual meeting technology, as the case may be.</u>
5.	...  <i>(as amended by special resolution passed on 19th November, 2014)</i>
6.	...  <i>(as amended by special resolution passed on 19th November, 2014)</i>
7.	The Company may exercise the powers of paying commissions conferred by the Ordinance. Subject to the provisions of the Ordinance, any such commission may be satisfied by the payment of cash or by the allotment of fully or partly paid shares ( <u>including Treasury Shares</u> ) or partly in one way and partly in the other. The Company may also on any issue of share capital pay such brokerage as may be lawful.
–	8. [Repealed]  <i>(Article 8 – repealed pursuant to a special resolution passed on 19th November, 2014)</i>
9.	...  <i>(as amended by special resolution passed on 19th November, 2014)</i>
10.	...  <i>(as amended by special resolution passed on 19th November, 2014)</i>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
Heading	<b><u>SHARE CERTIFICATES AND REGISTER OF MEMBERS</u></b>
12(1)	<p>Every holder of shares <u>(including Treasury Shares)</u> shall be entitled to one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of that holding) or, upon payment for every certificate such sum as the directors may determine and be permitted under the rules prescribed by the Stock Exchange, to several certificates each for one or more of his shares.</p> <p>...</p> <p><i>(as amended by special resolution passed on 19th November, 2014)</i></p>
12(2)(a)	<p>...</p> <p><i>(as amended by special resolution passed on 19th November, 2014)</i></p>
<u>13.</u>	<p>(1) <u>The board shall cause to be kept a register of members and there shall be entered therein the particulars required under the Ordinance.</u></p> <p>(2) <u>Subject to the provisions of the Ordinance, if the board considers it necessary or appropriate, the Company may establish and maintain a branch register of members at such location outside Hong Kong as the board thinks fit.</u></p> <p>(3) <u>The register of members shall be open for inspection by members provided that the Company may be permitted to close the register of members in accordance with the Ordinance and article 32.</u></p>
18.	<p>...</p> <p><i>(as amended by special resolution passed on 19th November, 2014)</i></p>
22.	<p>...</p> <p><i>(as amended by special resolution passed on 19th November, 2014)</i></p>



Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
25.	<p>If a call or an instalment of a call remains unpaid after it has become due and payable the directors may give to the person from whom it is due not less than fourteen clear days’ notice requiring payment of the amount unpaid together with any interest which may have accrued. The notice shall <u>specify the manner in which the</u> <del>name the place where</del> payment is to be made and shall state that if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited. If the notice is not complied with, any shares in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the directors and the forfeiture shall include all dividends and other amounts payable in respect of the forfeited shares and not paid before the forfeiture.</p>
29.	<p>The instrument of transfer of a share <u>(including a Treasury Share)</u> may be in any usual form or in any other form which the directors approve and shall be executed by or on behalf of the transferor and, where the share <u>(including a Treasury Share)</u> is not fully paid, by or on behalf of the transferee. The directors may resolve, either generally or in any particular case, upon request of the transferor or transferee, to accept a mechanically executed transfer.</p> <p><i>(as amended by special resolution passed on 5th July, 1995)</i></p>
30.	<p>Subject to the provisions of the Ordinance, the directors may, in their absolute discretion, refuse to register the transfer of a share <u>(including a Treasury Share)</u> <u>which</u> is not fully paid. They may also refuse to register a transfer of a share <u>(including a Treasury Share)</u> unless the instrument of transfer:</p> <p><i>(as amended by special resolution passed on 19th November, 2014)</i></p>
30(a)	<p>is lodged, duly stamped, at the Office or at such other place as the directors may appoint and is accompanied by the certificate for the share to which it relates, such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer and such fee as may from time to time be determined by the directors and permitted under the rules of the Stock Exchange is paid to the Company in respect thereof;</p> <p><i>(as amended by special resolution passed on 19th November, 2014)</i></p>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
31.	<p>If the directors refuse to register a transfer of any share (<u>including a Treasury Share</u>), they shall within two months after the date on which the transfer was lodged with the Company send to the transferee and the transferor notice of the refusal. <u>Upon request by the transferor or transferee in writing, the directors must, within twenty-eight days after receiving such request, send to the transferor or transferee (as the case may be) a statement of the reasons for the refusal.</u></p> <p><i>(as amended by special resolution passed on 19th November, 2014)</i></p>
32.	<p>The registration of transfers of shares (<u>including Treasury Shares</u>) or of any class of shares may be suspended at such times and for such periods (not exceeding thirty days in any year) as the directors may determine.</p>
39.	<p>Without prejudice to articles <del>40</del><sup>39</sup> and <del>133</del><sup>26</sup>, the Company may cease <u>transferring dividend entitlements by electronic means if such transfers have been returned, or</u> sending cheques or warrants for dividend entitlements by post if such cheques or warrants have been left uncashed, on two consecutive occasions or after the first occasion on which <u>a transfer is returned, or</u> a cheque or warrant is returned uncashed.</p>
40(1)(a)	<p>for a period of 12 years <u>no transfer, or</u> no cheque or warrant for amounts payable in respect of the share sent and payable in a manner authorised by these articles has been <u>successful or</u> cashed and no communication has been received by the Company from the member or person concerned;</p>
–	<p><del>40. [Repealed]</del>  <del>41. [Repealed]</del>  <del>42. [Repealed]</del>  <del>43. [Repealed]</del></p> <p><i>(Articles 40 to 43 – repealed pursuant to a special resolution passed on 19th November, 2014)</i></p>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
41.	<p>The Company may from time to time alter its share capital (<u>including Treasury Shares</u>) by:</p> <p>...</p> <p><i>(Article 44(a) to 44(e) — as amended by special resolution passed on 19th November, 2014)</i></p> <p><i>(Article 44(f) — as added by special resolution passed on 19th November, 2014)</i></p>
43.	<p>...</p> <p><i>(as amended by special resolution passed on 19th November, 2014)</i></p>
44.	<p>Subject to the provisions of the Ordinance, the Company may purchase its own shares (including redeemable shares), warrants or other securities. Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price; and if purchases are by tender, tenders shall be available to all members alike. <u>Any shares or warrants (including redeemable shares) bought back by the Company may be cancelled or held as Treasury Shares (to the extent permitted under all applicable laws, rules and regulations) at the discretion of the board upon such terms and subject to such conditions as it thinks fit and, if applicable, to the Listing Rules.</u></p> <p><i>(as amended by special resolution passed on 18th May, 2006)</i></p>
45(1)	<p>The Company shall in each <u>financial</u> year hold a general meeting as its annual general meeting in addition to any other meeting in that year in accordance with the Ordinance and shall specify the meeting as such in the notice calling it.</p>
45(2)	<p>The annual general meeting shall be held at such time and place (<u>if applicable</u>) and in such form and manner referred to in article 46 as the directors shall appoint.</p>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
45(4)	<p>If the directors think fit, a general meeting may be held at two or more <u>locations in any part of the world (“meeting location(s) <del>places</del>”)</u> using any technology (<u>including virtual meeting technology</u>) that enables the members who are not together at the same place to <u>simultaneously</u> listen, speak and vote at the meeting in accordance with <u>the Ordinance and</u> such rules and procedures as the directors may determine. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are (i) at the same <u>meeting location <del>place</del></u> as each other; or (ii) <u>participating in a virtual meeting or a hybrid meeting by means of virtual meeting technology</u>, and all such members are deemed to be present at and shall be counted in the quorum of the meeting and entitled to vote at the meeting in question.</p> <p><i>(Article 48(1) to 48(4) — as amended by special resolution passed on 19th November, 2014)</i></p>
46.	<p>The directors may, whenever they think fit, convene a general meeting (<u>including an annual general meeting, any adjourned meeting or postponed meeting</u>), and general meetings (<u>including an annual general meeting, any adjourned meeting or postponed meeting</u>) shall also be convened on requisitions, as provided by the Ordinance, or, in default, may be convened by the requisitionists as provided by the Ordinance. <u>The directors may in their absolute discretion decide how the Company will hold a general meeting (including an annual general meeting, any adjourned meeting or postponed meeting), including:-</u></p> <p>(1) <u>as a physical meeting in any part of the world and at one or more meeting locations;</u></p> <p>(2) <u>as a virtual meeting; or</u></p> <p>(3) <u>as a hybrid meeting.</u></p> <p><u>For the purposes of these articles, any general meeting taking place at two or more meeting locations (as a physical meeting, hybrid meeting or virtual meeting) shall be treated as taking place at where the chairman of the general meeting presides (being the location where the chairman physically attends the meeting or from where the chairman attends the meeting using virtual meeting technology) (the “principal meeting location”).</u></p> <p><i>(as amended by special resolution passed on 19th November, 2014)</i></p>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
47.	<p>Subject to the provisions of the Ordinance and the Listing Rules, an annual general meeting shall be called by at least twenty-one clear days’ notice, and a meeting of the company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by at least fourteen clear days’ notice. <u>Written notice must be given to every member in accordance with this article. The notice shall (1) specify the mode in which the meeting will take place as decided by the board place of the meeting (and if the meeting is to be (i) a physical meeting or a hybrid meeting, specify the physical location(s) of the meeting and if the meeting is to be held in two or more meeting locations using any technology that enables members who are not physically together at the same physical location to listen, speak and vote at the meeting in accordance with the requirements of the Ordinance, including the principal meeting location and other meeting locations) held in two or more places; or (ii) a hybrid meeting or virtual meeting, the principal place of the meeting and other include a statement to that effect and with details of the virtual meeting technology for virtual attendance and participation at the meeting (and such virtual meeting technology may vary from meeting to meeting as the board, in its sole discretion, may see fit) or where such details will be made available by the Company to members prior to the meeting place or places of the meeting), (2) the date and the time of the meeting, (3) the general nature of such business, in accordance comply with section 576 of the Ordinance and (4) contain a statement specifying a member’s right to appoint a proxy under sections 596(1) and (3) of the Ordinance, and (5) in the case of an annual general meeting, shall specify the meeting as such. Subject to the provisions of these articles, notices shall be sent given to all members, to all persons entitled to a share in consequence of the death or bankruptcy of a member and to the directors and auditors of the Company.</u></p> <p><i>(as amended by special resolution passed on 5th June, 2009, 19th November, 2014, 23rd June, 2023 respectively)</i></p>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
48(2)	<p>In cases where instruments of proxy are sent out with notices, the accidental omission to send such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive <u>such notice or instrument of proxy</u> must be disregarded for the purpose of determining whether notice of the meeting is duly given.</p> <p><i>(Article 51(1) to 51(2) — as amended by special resolution passed on 19th November, 2014)</i></p>
—	<p>52. [Repealed]</p> <p><i>(Article 51(2) — repealed pursuant to a special resolution passed on 19th November, 2014)</i></p>
49.	<p>No business shall be transacted at any meeting unless a quorum is present. Three persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation which is a member, shall be a quorum. <u>Provided a quorum specified in these articles being present, a general meeting shall be duly constituted and its proceedings valid if the chairman of the meeting is satisfied that adequate facilities (including electronic facilities) are available during the meeting to allow members attending the meeting to be able to participate in the business of the meeting.</u></p>
50.	<p>If a quorum is not present within half an hour or such longer time not exceeding one hour as the chairman of the meeting may determine after the time appointed for holding the meeting, or if during a meeting a quorum ceases to present, the meeting if convened on the requisition of or by members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place <u>(if applicable), and in the same form and manner</u>, or to such day, time and place <u>(if applicable) and in such form and manner referred to in article 46</u> as the directors may determine. If at the adjourned meeting a quorum is not present within fifteen minutes after the time appointed for holding the meeting, the member or members who attended will constitute quorum.</p> <p><i>(as amended by special resolution passed on 19th November, 2014)</i></p>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
53.	<p><u>If it appears to the chairman of the meeting that:</u></p> <ol style="list-style-type: none"> <li data-bbox="587 374 1396 587">(1) <u>the virtual meeting technology at the principal meeting location or at such other meeting locations at which the meeting may be attended has become inadequate for the purposes referred to in article 45(4) or is otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or</u></li> <li data-bbox="587 629 1396 736">(2) <u>in the case of a virtual meeting or a hybrid meeting, virtual meeting technology being made available by the Company has become inadequate; or</u></li> <li data-bbox="587 778 1396 885">(3) <u>it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</u></li> <li data-bbox="587 927 1396 1034">(4) <u>there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;</u></li> </ol> <p><u>then, without prejudice to any other power which the chairman of the meeting may have under these articles or the Ordinance, the chairman may, at his absolute discretion, without the consent of the members or proxies present at the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</u></p>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
54.	<p><u>All general meetings are subject to the following and, where appropriate, all references to members in this article shall include proxies and duly appointed representatives:</u></p> <ol style="list-style-type: none"> <li data-bbox="587 434 1396 534">(1) <u>where a member is attending a meeting location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the principal meeting location;</u></li> <li data-bbox="587 576 1396 917">(2) <u>where members are physically present at a meeting location and/or participating in a virtual meeting or a hybrid meeting by means of virtual meeting technology, that meeting shall be duly constituted and its proceedings are valid provided that the chairman of the meeting is satisfied that adequate virtual meeting technology is available throughout the meeting to ensure that members at all meeting locations and/or members participating in a virtual meeting or a hybrid meeting by means of virtual meeting technology are able to participate in the business for which the meeting has been convened;</u></li> <li data-bbox="587 959 1396 1470">(3) <u>where members attend a meeting by being present at one of the meeting locations and/or where members participate in a virtual meeting or a hybrid meeting by means of virtual meeting technology, a failure (for any reason) of the virtual meeting technology or communication equipment, or any other failure in the arrangements for enabling those in a meeting location other than the principal meeting location to participate in the business for which the meeting has been convened, or in the case of a virtual meeting or a hybrid meeting, the inability of one or more members to access, or continue to access, the virtual meeting technology despite adequate virtual meeting technology having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and</u></li> <li data-bbox="587 1513 1396 1779">(4) <u>if any of the meeting locations is not in the same jurisdiction as the principal meeting location and/or in the case of a hybrid meeting, unless otherwise stated in the notice, the provisions of these articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the principal meeting location; and in the case of a virtual meeting, the time for lodging proxies shall be as stated in the notice for the meeting.</u></li> </ol>



Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
55.	<p><u>The board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the principal meeting location and/or any meeting locations and/or participation and/or voting in a virtual meeting or a hybrid meeting by means of virtual meeting technology (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it/he shall in its/his absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that, if applicable, a member who, pursuant to such arrangements, is not entitled to attend in person or by proxy or (being a corporation) by a duly authorized representative, at any meeting location shall be entitled so to attend at one of the other meeting locations; and the entitlement of any member so to attend the meeting or adjourned meeting or postponed meeting at any of such meeting locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</u></p>
56.	<p><u>The board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction as the board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting location, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.</u></p>
57.	<p><u>All persons seeking to attend and participate in a virtual meeting or a hybrid meeting shall be responsible for maintaining adequate virtual meeting technology to enable them to do so. Subject to article 53, any inability of a person or persons to attend or participate in a general meeting by way of virtual meeting technology shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u></p>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
58.	Without prejudice to other provisions in these articles, a physical meeting <u>may also be held by means of such telephone, electronic or other virtual meeting technologies as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u>
60.	Without prejudice to any other power of adjournment he may have under these articles or at common law, the chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and/or from place to place <u>and/or from one form to another (a physical meeting, a virtual meeting or a hybrid meeting)</u> , but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days’ notice shall be given specifying <u>the details required in article 47</u> <del>the time and place of the adjourned meeting and the general nature of the business to be transacted.</del> Otherwise it shall not be necessary to give notice of an adjournment.
62.	...  <i>(as amended by special resolution passed on 18th May, 2006 and 19th November, 2014, respectively)</i>
64.	...  <i>(as amended by special resolution passed on 19th November, 2014)</i>
65.	A poll shall be taken <u>in any manner (including electronic voting using virtual meeting technology or any other electronic means)</u> as the chairman directs, and he may appoint scrutineers (who need not be members) and fix a time and place <u>(if applicable)</u> for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
67.	<p>A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place <u>(if applicable)</u> as the chairman directs, not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded.</p> <p><i>(as amended by special resolution passed on 19th November, 2014)</i></p>
68.	<p>No notice need <u>to</u> be given of a poll not taken forthwith if the time and place <u>(if applicable)</u> at which it is to be taken are announced at the meeting in respect of which it is demanded. In any other case, at least seven clear days’ notice shall be given specifying the time and place <u>(if applicable)</u> at which the poll is to be taken.</p>
69.	<p>...</p> <p><i>(as amended by special resolution passed on 19th November, 2014)</i></p>
70.	<p><u>All members have the right to speak and vote at a general meeting except</u>  <del>w</del>Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.</p> <p><i>(as amended by special resolution passed on 19th May, 2004, 19th November, 2014)</i></p>
72.	<p>...Evidence to the satisfaction of the directors of the authority of the person claiming the right to vote shall be <u>sent</u> <del>delivered</del> to the Company in accordance with <u>instructions contained in the notice of meeting or in any instrument of proxy for the sending or supply</u> <del>these articles for the deposit</del> of instruments of proxy, before the last time at which a valid instrument of proxy could be so <u>sent or supplied</u> <del>delivered</del>.</p> <p><i>(as amended by special resolution passed on 19th November, 2014)</i></p>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “...”)
73.	...  <i>(as amended by special resolution passed on 23rd June, 2023)</i>
77.	...  (b) in the case of a poll taken more than 48 hours after it was demanded, be received by the Company at least 24 hours before the time appointed for taking the poll;  (c) <del>[Repealed]</del>  <i>(Article 74(a) to 74(b) — as amended by special resolution passed on 19th November, 2014)</i>  <i>(Article 74(c) — repealed pursuant to a special resolution passed on 19th November, 2014)</i>  and an instrument of proxy which is not deposited or <u>sent to the Company</u> <del>deposited or delivered</del> in a manner <u>(including by electronic means)</u> so permitted shall be invalid.
78.	...  <i>(as amended by special resolution passed on 19th November, 2014)</i>
82.	...  <i>(as amended by special resolution passed on 5th July, 1995, 19th November, 2004 and 23rd June, 2023, respectively)</i>
83.	Any corporation which is a member of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company <u>(including physical meetings, virtual meetings and hybrid meetings)</u> , or at any separate meeting of the holders of any class of shares <u>(including physical meetings, virtual meetings and hybrid meetings)</u> .  ...

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
84.	...  <i>(as amended by special resolution passed on 12th June, 2002)</i>
92.	...  <i>(as amended by special resolution passed on 19th November, 2014)</i>
93.	...  <i>(as amended by special resolution passed on 19th November, 2014)</i>
96.	At each annual general meeting, one-third of the <del>d</del> Directors for the time being (or, if their number is not three or a multiple of three, the number nearest to but not less than one-third) or such higher number of <del>d</del> Directors to be determined by the <del>b</del> Board, or a number determined by such number of rotation as may be required by the Listing Rules or other codes, rules and regulations as may be prescribed by the applicable regulatory authority from time to time, shall retire from office such that each <del>d</del> Director (including those appointed for a specific term) will be subject to retirement by rotation at least once every 3 years at the annual general meeting, provided always that any <del>d</del> Director appointed pursuant to <del>a</del> Article 102 <del>98</del> shall not be taken into account in determining the <del>d</del> Directors who are to retire by rotation at such meeting. The <del>d</del> Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became <del>d</del> Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring <del>d</del> Directors shall retain office until the close of the meeting at which he retires and shall be eligible for re-election.  <i>(as added by special resolution passed on 29th June, 2016)</i>
–	92A. The Company at any general meeting at which any Directors retire in manner pursuant to Article 92 may fill the vacated office by electing a like number of persons to be Directors.
97.	...  <i>(as amended by special resolution passed on 19th May, 2004 and 20th May, 2005 respectively)</i>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
98.	<p>Unless one of the events specified in article 104<del>θ</del> shall have happened, a retiring director shall be deemed automatically to have been reappointed if the non-appointment of such director may result in the Company being in breach with the applicable laws or the number of directors being less than the minimum number of directors required under these articles. A director deemed to be appointed pursuant to this article shall retain office until the meeting appoints someone in his place.</p> <p><i>(as amended by special resolution passed on 19th May, 2004 and 20th May, 2005 respectively)</i></p>
99.	<p>...</p> <p><i>(as amended by special resolution passed on 19th May, 2004)</i></p>
101.	<p>...</p> <p><i>(as amended by special resolution passed on 19th May, 2004 and 19th November, 2014 respectively)</i></p>
102.	<p>...</p> <p><i>(as amended by special resolution passed on 19th May, 2004, 20th May, 2005, 18th May, 2006 and 23rd June, 2023 respectively)</i></p>
103.	<p>...</p> <p><i>(as amended by special resolution passed on 18th May, 2006)</i></p>
104(a)	<p>...</p> <p><i>(as amended by special resolution passed on 19th November, 2014)</i></p>
105.	<p>...</p> <p><i>(as amended by special resolution passed on 19th May, 2004 and 18th May, 2006 respectively)</i></p>
107.	<p>...</p> <p><i>(as amended by special resolution passed on 12th June, 2002, 19th May, 2004, 20th May, 2005, 20th May, 2005, 19th November 2014 and 29th June, 2016 respectively)</i></p>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
110(2)	...  <i>(as amended by special resolution passed on 12th June, 2002)</i>
110(3)	...  <i>(as amended by special resolution passed on 12th June, 2002)</i>
110(4)	...  <i>(as amended by special resolution passed on 20th May, 2005)</i>
111	...  <i>(as amended by special resolution passed on 12th June, 2002)</i>
115.	Subject to article 116 <del>0</del> A, a resolution in writing executed by a majority of the directors or of a committee of the directors shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) of that committee, duly convened and held, and may consist of several documents in the like form each executed by one or more directors, but a resolution executed by a director who has appointed an alternate director, it need not also be signed by the alternate director in that capacity. The expressions “in writing” and “signed” include approval by telex, telefax, cable, telegram or wireless.
116.	...  <i>(as amended by special resolution passed on 18th May, 2006)</i>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
117(1)	<p>Save as otherwise provided by these articles as the Stock Exchange may approve, a director shall not vote at a meeting of the directors on any resolution approving any contract or arrangement or transaction or any other proposal in which he or any of his <u>close associates (and if required by the Listing Rules, his other associates)</u> has, directly or indirectly, a material interest nor shall he be counted in the quorum present at the meeting (other than interest in shares, debentures or other securities of, or otherwise in or through, the Company), unless his interest or any interest of his <u>close associates (and if required by the Listing Rules, his other associates)</u> arises only because the case falls within one or more of the following sub-paragraphs <u>and if required by the Listing Rules, all references to close associate(s) in this article shall refer to associate(s):</u></p> <p><i>(as amended by special resolution passed on 19th November, 2014)</i></p> <p>(a) the resolution relates to the giving to him or his <u>close</u> associate(s) of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him or any of them for the benefit or at the request of, the Company or any of its subsidiaries;</p> <p>(b) the resolution relates to the giving to a third party a guarantee, security, or indemnity in respect of a debt or an obligation of the Company or any of its subsidiaries for which the director or his <u>close</u> associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;</p> <p>(c) his interest or any interest of his <u>close</u> associate(s) arises by virtue of his or his <u>close</u> associate(s) being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any shares in or debentures or other securities of the Company or any other company in which the Company may promote or be interest in for subscription, purchase or exchange;</p>



Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
	<p>(d) the resolution relates to an arrangement for the benefit of employees of the Company or any of its subsidiaries, including but without being limited to:-</p> <p>(i) the adoption, modification or operation of any employee’s share scheme or share incentive scheme or share option scheme under which the director or his <u>close</u> associate(s) may benefit; or</p> <p>(ii) the adoption, modification or operation of a pension fund, or retirement, death or disability benefits scheme, which relates both to directors, his <u>close</u> associates and employees of the Company or any of its subsidiaries and does not provide in respect of any director, or his <u>close</u> associate(s), as such privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and</p> <p>(e) —[Repealed]</p> <p><i>(Article 111(1)(e) as amended by special resolution passed on 19th November, 2014)</i></p> <p><u>(e)</u> any contract or arrangement or transaction in which the director or his <u>close</u> associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.</p> <p><i>(as amended by special resolution passed on 5th June, 2009 and 19th November, 2014 respectively)</i></p>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
117(4)	...  <i>(as amended by special resolution passed on 19th November, 2014)</i>
124.	...  <i>(as amended by special resolution passed on 6th June, 2008)</i>
126.	...  <i>(as amended by special resolution passed on 19th November, 2014)</i>
130.	Any dividend or other money payable in respect of a share may be paid <u>(to the extent permitted under all applicable laws, rules and regulations)</u> by <u>electronic means</u> , or cheque or warrant sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of, <u>or by electronic means to</u> , that one of those persons who is first named in the register of members or to such person and to such address <u>(if applicable)</u> as the person or persons entitled may in writing direct. Every cheque or warrant <u>or payment so made</u> shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque or warrant <u>or by electronic means</u> shall be a good discharge to the Company. Any joint holder or other person jointly entitled to a share as aforesaid may give receipts for any dividend or other money payable in respect of the share.
133(1)(a)(ii)	the directors, after determining the basis of allotment, shall give not less than two weeks’ notice in writing to the members of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the <u>address place</u> at which and the latest date and time by which duly completed forms of election must be <u>received by the Company</u> <del>lodged</del> in order to be effective;

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
133(1)(a)(iv)	...  <i>(as amended by special resolution passed on 19th November, 2014)</i>
133(1)(b)(ii)	the directors, after determining the basis of allotment, shall give not less than two weeks’ notice in writing to the members of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the <del>place</del> address at which and the latest date and time by which duly completed forms of election must be <del>lodged</del> received by the Company in order to be effective;
133(1)(b)(iv)	...  <i>(as amended by special resolution passed on 19th November, 2014)</i>
133(4)	...  <i>(as amended by special resolution passed on 19th November, 2014)</i>
134	(1) The directors may with the authority of an ordinary resolution of the Company:
134(1)(a)	...  <i>(as amended by special resolution passed on 19th November, 2014)</i>
134(1)(b)	...  <i>(as amended by special resolution passed on 19th November, 2014)</i>
<u>134(2)</u>	<p><u>For the purposes of article 134(1):</u></p> <p>(a) <u>if the directors decide to apply any capitalised sum in paying up new shares (or, subject to any special rights previously conferred on any shares or class of shares, new shares of any class); and</u></p> <p>(b) <u>if the Company holds Treasury Shares on the relevant date when entitlement is determined,</u></p> <p><u>then the Company, notwithstanding the definition of members in the Ordinance, shall be treated as an entitled member and all shares held by it as Treasury Shares (in any class of shares) shall be included in determining the proportions in which the capitalised sum is set aside for the allotment of such new shares.</u></p>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
Heading	<b>ACCOUNTS AND AUDITORS</b>
137.	...  <i>(as amended by special resolution passed on 18th May, 2006 and 19th November, 2014 respectively)</i>
–	131. [Repealed]  <i>(Article 131 – repealed pursuant to a special resolution passed on 19th November, 2014)</i>
<u>138.</u>	<u>Auditors of the Company shall be appointed and removed by ordinary resolution, and their duties regulated in accordance with the provisions of the Ordinance and the Listing Rules.</u>
<u>139.</u>	<u>Subject as otherwise provided by the Ordinance, the remuneration of the Company’s auditors shall be fixed by the Company by ordinary resolution in general meeting provided always that in respect of any particular year the Company in general meeting may delegate the fixing of such remunerations to the board.</u>
<u>140.</u>	<u>Every statement of accounts audited by the Company’s auditors and presented by the board at an annual general meeting shall after approval at such meeting be conclusive except as regards any error discovered therein within three months of the approval thereof. Whenever any such error is discovered within that period, it shall forthwith be corrected, and the statement of account amended in respect of the error shall be conclusive.</u>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
Heading	<b><u>CORPORATE COMMUNICATIONS AND NOTICES</u></b>
141.	<p>Any <u>corporate communication (including any actionable corporate communication, notice, or document or information in hard copy form, electronic form and/or other forms under the Ordinance)</u> to be <u>sent</u> <del>given</del> or <u>supplied by the Company</u> <del>issued</del> under these articles shall be in writing, and may be <u>sent</u> <del>served</del> by or on behalf of the Company on any member by any of the following means <u>(as the case may be)</u> subject to and to such extent permitted by and in accordance with the Ordinance, the Listing Rules and any other applicable laws, rules and regulations from time to time in force:-</p> <ol style="list-style-type: none"> <li>(1) personally <del>by hand in hard copy form or in electronic form (other than by website);</del></li> <li>(2) by sending or supplying it by post <del>in hard copy form or in electronic form (other than by website);</del> in a prepaid letter, envelope or wrapper to an address specified by the recipient (or an address which a provision of the Ordinance authorises or requires the same to be sent or supplied) or an address as shown in the register of members;</li> <li>(3) by delivering or leaving it by hand, <del>in hard copy form or in electronic form (other than by website);</del> at such address as aforesaid;</li> <li>(4) by sending, <del>or supplying</del> <u>or otherwise making available</u> by; electronic means in an electronic form <del>(other than by website)</del> to an address specified by the recipient (or, where the recipient is a company, an address specified for the purpose or regarded under a provision of the Ordinance as having been so specified);</li> <li>(5) by making it available on the Company’s website <u>and the Stock Exchange’s website, giving access to such website to the recipient and giving to such recipient a notification of the availability of such notice or document;</u></li> </ol> <p>...</p> <p><i>(as amended by special resolution passed on 19th November, 2014)</i></p>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
–	<p><del>133. [Repealed]</del></p> <p><i>(Article 133 — repealed pursuant to a special resolution passed on 19th November, 2014)</i></p>
142.	<p>Without prejudice to article 141 and to the extent permitted by the Ordinance and the Listing Rules from time to time, the Company may give actionable corporate communication by sending or otherwise making available to members individually using electronic means.</p>
144(1)	<p>Any <u>corporate communication</u> <del>notice</del> to be given to a member may be given by reference to the register of members as it stands at any time within the period of fifteen days before the <u>corporate communication</u> <del>notice</del> is given; and no change in the register after that time shall invalidate the giving of the notice.</p>
144(2)	<p>Every person who becomes entitled to a share shall be bound by any <u>corporate communication</u> <del>notice</del> in respect of that share which, before his name is entered in the register of members, has been given to the person from whom he derives his title; but this paragraph does not apply to notice given under the provisions of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).</p> <p><i>(as amended by special resolution passed on 19th May, 2004)</i></p>
145.	<p>Subject to and to such extent permitted by and in accordance with the Ordinance, the Listing Rules and any other applicable laws, rules and regulations from time to time in force, any <u>corporate communication</u> <del>notice or document</del>:-</p> <p>...</p>
145(2)	<p>if sent or supplied by post, shall be deemed to have been received on the <u>next second business</u> <del>business</del> day after the day on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service, it shall be sufficient to prove that the envelope or wrapper containing the <u>corporate communication</u> <del>notice or document</del> was properly prepaid (and in the case of an address outside Hong Kong where airmail service can be extended thereto <u>airmail postage prepaid</u>), addressed and put into such post office and a certificate in writing signed by the secretary or other person appointed by the directors that the envelope or wrapper containing the <u>corporate communication</u> <del>notice or document</del> was so addressed and put into such post office shall be conclusive evidence thereof;</p>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
145(3)	if sent or supplied <u>in by electronic form means</u> (other than by making it available on the Company’s website <u>and/or the Stock Exchange’s website</u> ), shall be deemed to be received <u>on the day on which</u> <del>twenty four hours after the time</del> it is transmitted from the server of the Company or its agent;
145(4)	if made available on the Company’s website <u>and the Stock Exchange’s website</u> , shall be deemed to have been <u>given by</u> <del>received twenty four hours after whichever is the later of</del> (a) the time when such <u>corporate communication notice or document</u> is first <u>posted</u> <del>made available on the website</del> ; and (b) <del>the time when the recipient receives the notification of availability</del> ; and
145(5)	...  <i>(as amended by special resolution passed on 19th November, 2014)</i>
–	<del>137. [Repealed]</del>  <del>138. [Repealed]</del>  <i>(Articles 137 to 138 – repealed pursuant to a special resolution passed on 19th November, 2014)</i>
146.	A <u>corporate communication notice</u> may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending or delivering it in any manner authorised by these articles for the giving of notice to a member addressed to that person by name, or by the title of representative of the deceased, bonis or trustee of the bankrupt or by any like description, at the address, if any, within Hong Kong supplied for that purpose by the person claiming to be so entitled. Until such an address has been supplied, a <u>corporate communication notice</u> may be given in any manner in which it might have been given if the death, mental disorder or bankruptcy had not occurred.
<u>147.</u>	<u>Each member shall notify in writing to the Company the person’s address for receiving corporate communications in hard copy form, in electronic form or other agreed form when there is a change.</u>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
148.	<p>(1) <u>The Company shall not be required to send corporate communications to a member who has not supplied to the Company an address for receiving such communications.</u></p> <p>(2) <u>Subject to the Ordinance and the Listing Rules, a member ceases to be entitled to receive corporate communications if:</u></p> <p style="padding-left: 40px;">(a) <u>the Company sends two consecutive corporate communications to the member over a period of at least twelve months; and</u></p> <p style="padding-left: 40px;">(b) <u>each of those communication is returned undelivered, or the Company receives notification that it has not been delivered.</u></p> <p>(3) <u>A member who has ceased to be entitled to receive corporate communications from the Company becomes entitled to receive those communications again by sending the Company:</u></p> <p style="padding-left: 40px;">(a) <u>an address to be recorded in the register of members; or</u></p> <p style="padding-left: 40px;">(b) <u>if the member has agreed that the Company should use a means of communication other than sending things to such an address, the information that the Company needs to use that means of communication effectively.</u></p>
149.	<p><u>Nothing in articles 141 to 146 and article 148 shall affect any provision of the Ordinance or the Listing Rules that requires or permits any particular corporate communications to be sent or supplied in any particular manner.</u></p>



Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)
<u>150.</u>	<u>For the purposes of articles 144 to 149, a reference to “corporate communication” shall also include any actionable corporate communication, notice, document or information sent by or on behalf of the Company.</u>
151.	...  <i>(as amended by special resolution passed on 19th May, 2004)</i>
152.	...  <i>(as amended by special resolution passed on 19th November, 2014)</i>
152(3)	<u>If the Company shall be wound up, subject to the provisions of the Ordinance, at least 75 per cent. of the total voting rights of the members present and voting in person or by proxy at a general meeting shall be required to approve a voluntary winding up of the Company.</u>
Heading	<b><u>AMENDMENT TO ARTICLES OF ASSOCIATION</u></b>
<u>154.</u>	<u>Subject to the provisions of the Ordinance, at least 75 per cent. of the total voting rights of the members in a general meeting shall be required to approve changes to these articles.</u>

Article No.	Proposed Amendments (showing changes to the Articles and the parts without changes in the following provisions are shown in “....”)								
Heading	<b><u>INITIAL SHAREHOLDING</u></b>								
<u>155.</u>	<p>The following table sets out the details of the initial subscribers of the Company, the initial number of shares taken by each of them and the initial share capital of the Company:–</p> <table> <tr> <th>Names, Addresses and Descriptions of Subscribers</th><th>Number of Shares taken by each Subscriber</th></tr> <tr> <td> <del>(Sd.)</del> <del>TEH LAM SENG</del>            TEH LAM SENG (鄭南生)            Flat G, 12th Floor,            Hsia Kung Mansion,            Tai Koo Shing,            Hong Kong.            Merchant         </td><td>One</td></tr> <tr> <td> <del>(Sd.)</del> <del>CHANG YUN CHUNG</del>            CHANG YUN CHUNG (張允中)            27B Cavendish Heights,            33 Perkin Road,            Jardine’s Lookout,            Hong Kong.            Merchant         </td><td>One</td></tr> <tr> <td>Total Number of Shares Taken ....</td><td>Two</td></tr> </table>	Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber	<del>(Sd.)</del> <del>TEH LAM SENG</del> TEH LAM SENG (鄭南生) Flat G, 12th Floor, Hsia Kung Mansion, Tai Koo Shing, Hong Kong. Merchant	One	<del>(Sd.)</del> <del>CHANG YUN CHUNG</del> CHANG YUN CHUNG (張允中) 27B Cavendish Heights, 33 Perkin Road, Jardine’s Lookout, Hong Kong. Merchant	One	Total Number of Shares Taken ....	Two
Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber								
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<del>(Sd.)</del> <del>CHANG YUN CHUNG</del> CHANG YUN CHUNG (張允中) 27B Cavendish Heights, 33 Perkin Road, Jardine’s Lookout, Hong Kong. Merchant	One								
Total Number of Shares Taken ....	Two								
–	<p><del>Dated the 26th day of August, 1988.</del>  <del>WITNESS to the above signature:</del>  <del>(Sd.) Stella Siu Siu Mei</del>  <del>Stella Siu Siu Mei</del>  <del>Secretary</del>  <del>Rm. B, 16/F.,</del>  <del>Thomson Commercial Bldg.,</del>  <del>4-10 Thomson Road,</del>  <del>Wanchai, Hong Kong</del></p>								

The logo for Singamas, featuring the word "SINGAMAS" in a bold, red, sans-serif font. Above and below the text are thick blue horizontal bars.

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, 18 June 2025 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2024.
2. To declare a final dividend for the year ended 31 December 2024.
3. To re-elect the following retiring directors as directors of the Company:
  - (a) Ms. Siu Wai Yee, Winnie as executive director;
  - (b) Ms. Chung Pui King, Rebecca as executive director; and
  - (c) Mr. Lam Sze Ken, Kenneth as independent non-executive director.
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 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 of the Company (**“Directors”**) during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase its issued shares of the Company (**“Shares”**) on The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Directors pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of Shares in issue as at the date of the passing of this resolution (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares) and the said approval be limited accordingly; and
- (c) for the purposes of this resolution:

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

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

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 of the Company repurchased by the directors of the Company (**“Directors”**) under the authority granted to the Directors mentioned in such resolution numbered 7 shall be added to the aggregate number of shares of the Company (**“Shares”**) that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution numbered 6 above, provided that the amount of Shares repurchased by the Directors shall not exceed 10% of the total number of Shares in issue on the date of this resolution (subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares).”

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

**“THAT:**

- (a) the new amended and restated articles of association of the Company (the **“New Articles”**), which contains all the proposed amendments to the existing articles of association (the **“Existing Articles”**), the details of which are set out in Appendix III to the circular of the Company dated 24 April 2025, and a copy of which has been produced to this meeting and marked “A” and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved and adopted in substitution for, and to the exclusion of, the Existing Articles with effect from the conclusion of this meeting; and
- (b) any director or company secretary of the Company be and is hereby authorized to do all things necessary to effect the proposed amendments the Existing Articles and the adoption of the New Articles, including without limitation, attending to the necessary filings with the Hong Kong Companies Registry.”

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

Hong Kong, 24 April 2025

*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 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, 13 June 2025 to Wednesday, 18 June 2025, 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 Thursday, 12 June 2025. The shareholders whose names appear on the register of members of the Company on Wednesday, 18 June 2025, 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 2024, the register of members of the Company will be closed from Wednesday, 2 July 2025 to Friday, 4 July 2025, both days inclusive, and no transfer of the shares of the Company will be effected during such period. In order for a shareholder of the Company to qualify for the proposed final dividend, 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 Monday, 30 June 2025. Subject to the approval by the Company’s shareholders at the meeting, the proposed final dividend is payable on Friday, 18 July 2025 to those shareholders whose names appear on the register of members of the Company on Friday, 4 July 2025 (the Record Date).
6. Shareholders can attend, participate and vote at the Online AGM through online access by visiting the website – <http://meetings.computershare.com/Singamas2025AGM> (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. With respect to the proposed resolution numbered 3 above, the re-election of the retiring directors will be individually and separately voted on by members.

8. With respect to the proposed resolution numbered 4 above, the directors' remuneration will be determined by the remuneration committee of the Company as a matter of good corporate governance practice.
9. With respect to the proposed resolution numbered 6 above, the directors of the Company wish to state that they have no immediate plans to issue any new shares under the general mandate to issue shares.
10. All the resolutions set out in this notice shall be decided by poll.
11. 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.