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The logo for SINGAMAS, featuring the word "SINGAMAS" in a bold, red, sans-serif font. It is centered between two horizontal blue 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)

**CONTINUING CONNECTED TRANSACTIONS
FOR THE LEASING FRAMEWORK AGREEMENT**

**CONTINUING CONNECTED TRANSACTIONS FOR THE LEASING FRAMEWORK
AGREEMENT**

The Board announces that on 13 October 2025 (after trading hours), TIL (as lessor) entered into the Leasing Framework Agreement with SCLC (as lessee) which constitutes a framework agreement in respect of the lease of different batch of containers by TIL to SCLC, subject to each Addendum to be entered into in respect of the relevant batch of Leased Containers, for a term commencing from 26 March 2024 up to 31 December 2034 (both dates inclusive).

LISTING RULES IMPLICATIONS

SITC Logistics directly holds 40% of SLQC, a subsidiary of the Company. SITC Logistics and SCLC are both wholly-owned by the same holding company, SITC. Accordingly, SITC Logistics, SCLC and SITC are all connected persons of the Company at the subsidiary level. The Leasing Framework Agreement involves transactions which will occur on a recurring basis over a period of time; accordingly, the Transactions constitute continuing connected transactions of the Company under the Listing Rules.

As the term of the Leasing Framework Agreement exceeds three years, pursuant to Rule 14A.52 of the Listing Rules, the Company has appointed the Independent Financial Adviser to review the Leasing Framework Agreement, and the Independent Financial Adviser has confirmed that it is normal business practice for agreements of this type to be of such duration.

As one or more of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the estimated Annual Caps for the Transactions exceeds 1% but all the applicable percentage ratios are less than 5%, and also by virtue of Rule 14A.101 of the Listing Rules, the Leasing Framework Agreement and the transactions contemplated thereunder are subject to the annual reporting, announcement and annual review requirements but are exempted from the circular and Shareholders' approval requirements under Chapter 14A of the Listing Rules.

CONTINUING CONNECTED TRANSACTIONS

BACKGROUND

On 13 October 2025 (after trading hours), TIL (as lessor) entered into the Leasing Framework Agreement with SCLC (as lessee) which constitutes a framework agreement in respect of the lease of different batch of containers by TIL to SCLC, subject to each Addendum to be entered into in respect of the relevant batch of Leased Containers.

LEASING FRAMEWORK AGREEMENT

The salient terms and conditions of the Leasing Framework Agreement are set out below:

Date

13 October 2025

Parties

TIL (as lessor)

SCLC (as lessee)

Scope and Consideration

Pursuant to the Leasing Framework Agreement, TIL may lease certain containers to SCLC for the leasing term up to 31 December 2034. The parties will enter into a specific Addendum in respect of the relevant batch of Leased Containers, and the terms and conditions of the Leasing Framework Agreement will apply to the leasing of the Leased Containers, unless expressly modified by the Addendum. Rental charges for the Leased Containers shall be invoiced monthly and SCLC shall pay the invoices in full within 60 days of the invoice date.

It is expected that the Addendum for each batch of Leased Containers will set out specific leasing terms, including, among others, the specific lease period and the operative provisions of the Leased Containers, including but not limited to the quantities, size and type, daily rental charges, delivery and redelivery provision, handling/redelivery charges and replacement value, which may cover each type of containers manufactured in accordance with the specifications of SCLC.

In determining the daily rental charge of the Leased Containers under each Addendum, the Group will take into account (i) the latest market value of the Leased Containers including the market leasing rate, where available; (ii) residual values of the Leased Containers at the end of the duration for the leases; (iii) internal rate of return of the Leased Containers; and (iv) lease periods in estimating the market leasing rate. Such market leasing rate will make reference to, for instance, published research reports prepared by international research providers. The final leasing terms of the Leased Containers under the Addendum will be determined on an arm's length basis between TIL and SCLC on a case-by-case basis and in any event will be no less favourable to the Group than those available from independent third parties of comparable scope of services.

In order to ensure that the leasing terms (including, among others, the daily rental charge) under the Addendum are on normal commercial terms and on terms no less favourable to the Group than those available from independent third parties of comparable scope of services, the Group will adopt the following measures:

1. Any proposed leasing of each batch of containers under the Leasing Framework Agreement will be reviewed and approved by the designated staff of the marketing department and the finance department of the Group before entering into the relevant Addenda.
2. The Group will conduct regular review and assess whether the lease of containers have been conducted in accordance with the terms of the Leasing Framework Agreement and the relevant Addenda.
3. The marketing department will submit quarterly financial figures in respect of the Leased Containers to the finance department for consolidation and review to ensure that actual transaction amount under the Leasing Framework Agreement and the relevant Addenda will not exceed the Annual Caps. If the actual transaction amount is expected to exceed the Annual Caps, the finance department shall notify the Board promptly for it to consider whether revisions to the Annual Caps are required.
4. The Group's external auditors will conduct an annual review on the Transactions and Annual Caps contemplated under the Leasing Framework Agreement and the relevant Addenda.
5. The audit committee of the Company will review the Transactions and Annual Caps contemplated under the Leasing Framework Agreement and the relevant Addenda on an annual basis to confirm whether the Transactions are on fair and reasonable terms and in the interest of the Company and Shareholders as a whole.

The Board considers that the aforesaid methods and procedures can ensure that the Transactions will be conducted on normal commercial terms and on terms no less favourable to the Group than those available from independent third parties of comparable scope of services and in the interests of the Company and the Shareholders as a whole.

Term

The Leasing Framework Agreement will be for a term up to 31 December 2034.

The term for each Addendum will not exceed (but may be shorter than) the term of Leasing Framework Agreement (namely up to 31 December 2034).

As the term of the Leasing Framework Agreement exceeds three years, pursuant to Rule 14A.52 of the Listing Rules, the Company has appointed the Independent Financial Adviser to review the Leasing Framework Agreement and to explain why a period exceeding three years for the Leasing Framework Agreement is required and confirm that it is normal business practice for agreements of this type to be of such duration. For details, please refer to the section headed "View of the Independent Financial Adviser" in this announcement.

Historical figures and estimated Annual Caps

TIL began leasing containers to SCLC since March 2024. For the financial year ended 31 December 2024 and the eight months ended 31 August 2025, the historical transactions amount of the transactions under the Leasing Framework Agreement were approximately US\$19,000 and US\$157,000, respectively. The aforesaid transactions, by virtue of the amount involved and the applicable percentage ratios based on such amount, constituted fully exempt continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The table below sets forth the estimated Annual Caps of the Transactions:

	Financial year ending	Annual Cap (US\$)
1	31 December 2025	1,500,000
2	31 December 2026	5,000,000
3	31 December 2027	8,000,000
4	31 December 2028	8,500,000
5	31 December 2029	8,500,000
6	31 December 2030	8,500,000
7	31 December 2031	8,500,000
8	31 December 2032	8,000,000
9	31 December 2033	6,000,000
10	31 December 2034	4,000,000

The estimated Annual Caps are determined after taking into account (i) the prevailing and existing market leasing rate of containers; (ii) the prevailing leasing requirements of SCLC; (iii) the projection of leasing rate of containers for the ten years ending 31 December 2034 of the anticipated shipping business of SCLC; and (iv) the existing scale and operations of the Group's business and its business plan.

INFORMATION ABOUT THE PARTIES

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

SCLC is a company incorporated in Hong Kong with limited liability and principally engaged in the provision of container marine transportation services. SCLC is a wholly-owned subsidiary of SITC, an Asian shipping logistics company that provides integrated transportation and logistics solutions whose shares are listed on the Main Board of the Stock Exchange (stock code: 1308).

REASONS FOR AND BENEFITS OF ENTERING INTO THE LEASING FRAMEWORK AGREEMENT

The Group started its containers leasing business in recent years and leasing out the Group's self-manufactured containers to various shipping liners can strengthen the synergy between leasing and manufacturing businesses of the Group and generate a stable and relatively long-term stream of rental income. SCLC as a container marine transportation service provider offers an opportunity for the Group to further develop its container leasing business.

Taking into account the terms and conditions of the Leasing Framework Agreement, the Directors (including independent non-executive Directors) consider that the Leasing Framework Agreement will enable the Group to generate additional and stable rental income from the leasing of containers to SCLC for the container leasing business of the Group. On the basis of the aforesaid, the Directors (including independent non-executive Directors) consider that (i) the Leasing Framework Agreement was negotiated on arm's length basis and is on normal commercial terms and in the ordinary and usual course of business of the Company; and (ii) the terms of the Leasing Framework Agreement, the transactions contemplated thereunder and the estimated Annual Caps are also fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

SITC Logistics directly holds 40% of SLQC, a subsidiary of the Company. SITC Logistics and SCLC are both wholly-owned by the same holding company, SITC. Accordingly, SITC Logistics, SCLC and SITC are all connected persons of the Company at the subsidiary level. The Leasing Framework Agreement involves transactions which will occur on a recurring basis over a period of time; accordingly, the Transactions constitute continuing connected transactions of the Company under the Listing Rules.

As the term of the Leasing Framework Agreement exceeds three years, pursuant to Rule 14A.52 of the Listing Rules, the Company has appointed the Independent Financial Adviser to review the Leasing Framework Agreement, and the Independent Financial Adviser has confirmed that it is normal business practice for agreements of this type to be of such duration.

As one or more of the applicable percentage ratios calculated pursuant to Rule 14.07 of the Listing Rules in respect of the estimated Annual Caps for the Transactions exceeds 1% but all the applicable percentage ratios are less than 5%, and also by virtue of Rule 14A.101 of the Listing Rules, the Leasing Framework Agreement and the transactions contemplated thereunder are subject to the annual reporting, announcement and annual review requirements but are exempted from the circular and Shareholders' approval requirements under Chapter 14A of the Listing Rules.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquires, no Directors had any interest in the Leasing Framework Agreement and the transactions contemplated thereunder and were required to abstain from voting on the relevant Board resolutions.

VIEW OF THE INDEPENDENT FINANCIAL ADVISER

The Company has engaged Goldlink Capital as the Independent Financial Adviser to provide independent advice in respect of the Leasing Framework Agreement pursuant to Rule 14A.52 of the Listing Rules to explain why the Leasing Framework Agreement requires a longer period and to confirm that it is normal business practice for agreements of this type to be of such duration.

The term of the Leasing Framework Agreement will be up to 31 December 2034, being over nine years from the date of the Leasing Framework Agreement. In considering the reasons as to why the Leasing Framework Agreement requires a longer period, the Independent Financial Adviser has taken into account the following principal factors as advised by the management of the Company:

- (i) as containers typically have an estimated useful life of over ten years, it is not uncommon for lessees of containers to require leases of more than three years. Thus, a long-term containers leasing arrangement is expected to benefit the Group by providing and securing stable stream of rental income during the term of the lease arrangement;
- (ii) a long-term containers leasing arrangement is also expected to benefit the Group by minimizing the risk of discontinuance of the lease arrangement and thus, the potential loss of economic benefits during the term of the lease arrangement; and
- (iii) strict compliance with the three-year requirement pursuant to Rule 14A.52 of the Listing Rules in respect of containers leasing arrangement will be unduly burdensome to the Group, taking into account any unnecessary administration costs to the Company for and/or any potential loss of revenue upon the renewal of the Leasing Framework Agreement (and the corresponding Addenda) as a result of further negotiation between the Group and SCLC during the agreement renewal process.

In assessing whether it is normal business practice for agreements of a similar nature to the Leasing Framework Agreement to be of such duration, the Independent Financial Adviser has performed the following research and due diligence works:

(a) Terms of similar transactions offered by TIL to independent third parties

The Independent Financial Adviser obtained and reviewed the summary of containers leasing contracts entered by TIL during the period from 1 January 2024 up to 31 August 2025 (the “**Review Period**”). The Independent Financial Adviser noted that TIL has entered into 18 containers leasing contracts with independent third party customers during the Review Period, among which 17 containers leasing contracts have lease terms over three years, ranged from five years to fourteen years. As such, the Independent Financial Adviser is of the view that it is common and in line with the normal business practice in the container leasing industry for agreement of nature similar to the Leasing Framework Agreement to have a long duration of over three years.

(b) Lease terms offered by other container leasing companies

As an additional workdone, the Independent Financial Adviser has conducted desktop research by understanding the container leasing terms offering by other container leasing companies, through reviewing the publicly available information of certain container leasing companies (all of which are container leasing providers in the globe). The Independent Financial Adviser noted that even global market players in the container leasing industry offer lease terms with duration longer than three years depending on market circumstances and subject to customers’ requests. As such, the Independent Financial Adviser considered the lease terms offered by these container leasing companies to be appropriate reference of the recent market practices in assessing and comparing the terms with the Leasing Framework Agreement. Accordingly, the Independent Financial Adviser is of the view that the lease terms of the Leasing Framework Agreement are in line with the normal market practice.

Having considered that (i) it is a business norm of TIL to enter into containers leasing contracts with its independent third party customers at long tenure; and (ii) it is general market practice for contracts of similar nature to be of such duration, the Independent Financial Adviser concurred with the view of the Directors that it is a normal business practice for the agreements under the Leasing Framework Agreement to have a duration longer than three years.

DEFINITIONS

“Addendum”	individual addendum to the Leasing Framework Agreement specified the leasing terms and conditions of the Leased Containers for each Transaction, collectively referred to as the “Addenda”
“Annual Caps”	the maximum aggregate value in respect of the Transactions for each of the ten financial years ending 31 December 2025 to 31 December 2034
“Board”	the board of Directors
“Company”	Singamas Container Holdings Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock code: 716)
“connected person”	has the same meaning as given to it in the Listing Rules
“continuing connected transactions”	has the same meaning as given to it in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company together with its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Financial Adviser” or “Goldlink Capital”	Goldlink Capital (Corporate Finance) Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), being the independent financial adviser in respect of the duration of the Leasing Framework Agreement
“Leased Containers”	the containers to be leased by TIL to SCLC under the Leasing Framework Agreement and Addendum
“Leasing Framework Agreement”	the amended and restated agreement on general terms and conditions for containers leasing dated 13 October 2025 entered into between TIL and SCLC which serves as a framework agreement for the lease of containers from TIL to SCLC from time to time
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“SCLC”	SITC Container Lines Company Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of SITC
“Shareholders”	shareholders of the Company
“SITC”	SITC International Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1308)
“SITC Logistics”	SITC Logistics (HK) Limited, a company incorporated in Hong Kong with limited liability and is wholly-owned by SITC and a shareholder of SLQC holding 40% of its interest
“SLQC”	Singamas Logistics (Qingdao) Co., Ltd. (勝獅物流(青島)有限公司), an equity joint venture established in the People’s Republic of China and an indirect non-wholly owned subsidiary of the Company owned as to 60% by the Company and 40% by SITC Logistics
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“TIL”	Teamwill International Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company
“Transactions”	the continuing connected transactions between TIL and SCLC to be entered into on a recurring basis and all the transactions contemplated thereunder the Leasing Framework Agreement and Addendum
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent

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

Hong Kong, 13 October 2025

The Directors as at the date of this announcement are Mr. Teo Siong Seng, Ms. Siu Wai Yee, Winnie and Ms. Chung Pui King, Rebecca as executive Directors, Mr. Ng Wai Lim as non-executive Director and Mr. Ho Teck Cheong, Mr. Lam Sze Ken, Kenneth and Ms. Wong Sau Pik as independent non-executive Directors.