

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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SINGAMAS

勝獅貨櫃企業有限公司

SINGAMAS CONTAINER HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

Stock Code: 716

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

The notice convening the Annual General Meeting of the Company to be held by electronic means only (“**Online AGM**”) on Wednesday, 26 June 2024 at 11:00 a.m. is set out on pages 23 to 28 of this circular.

Whether or not you intend to attend the said meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company’s share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting at the Online 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adjourned meeting (as the case may be) after having lodged a form of proxy, the form of proxy will be deemed to have been revoked.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/Singamas2024AGM> which enables audio live streaming of the AGM.

3 June 2024

SPECIAL ARRANGEMENTS FOR THE AGM

ATTENDING THE AGM BY MEANS OF ELECTRONIC FACILITIES

No Shareholder, proxy or corporate representative should attend the AGM in person. The Company strongly encourages Shareholders to attend, participate and vote at the Online AGM through online access by visiting the website – <http://meetings.computershare.com/Singamas2024AGM> (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.

SPECIAL ARRANGEMENTS FOR THE AGM

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, 25 June 2024, should reach out to Computershare Hong Kong Investor Services Limited for assistance. Without the login details, non-registered Shareholders will not be able to participate and vote using the Online Platform. Non-registered Shareholders should therefore give clear and specific instructions to their Intermediary in respect of both (1) and (2) above.

Login details for proxies

Details regarding the 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

DEFINITIONS

In this circular (other than the Notice of AGM), the following expressions have the following meanings, unless the context otherwise requires:

“AGM”	the annual general meeting of the Company to be held by electronic means only on Wednesday, 26 June 2024 at 11:00 a.m. or any adjournment thereof (or as the case may be)
“Articles”	the existing articles of association of the Company
“associates”	has the same 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 same meaning ascribed thereto under the Listing Rules
“controlling shareholder”	has the same 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”	17 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notice of AGM
“PIL”	Pacific International Lines (Pte) Ltd, the controlling shareholder of the Company as defined under the Listing Rules
“Record Date”	Friday, 5 July 2024, 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 8 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 7 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

DEFINITIONS

“substantial shareholder”	has the same meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent

SINGAMAS

勝獅貨櫃企業有限公司

SINGAMAS CONTAINER HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

Stock Code: 716

Executive Directors:

Mr. Teo Siong Seng

(Chairman and Chief Executive Officer)

Ms. Siu Wai Yee, Winnie

(Chief Operating Officer)

Ms. Chung Pui King, Rebecca

(Chief Financial Officer and Company Secretary)

Registered Office:

15th Floor

Allied Kajima Building

No. 138 Gloucester Road

Wanchai

Hong Kong

Non-executive Director:

Ms. Lau Man Yee, Vanessa

Independent Non-executive Directors:

Mr. Cheng Fu Kwok, David

Mr. Lau Ho Kit, Ivan

Mr. Ho Teck Cheong

3 June 2024

To the Shareholders

Dear Sirs or Madams,

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

INTRODUCTION

The purpose of this circular is to provide Shareholders with information regarding Ordinary Resolutions relating to the proposed re-election/election of Directors, declaration of final dividend, Share Issue Mandate and Repurchase Mandate in accordance with Share Buyback Rules to be proposed at the AGM to be held on 26 June 2024.

LETTER FROM THE BOARD

RE-ELECTION/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, Ms. Lau Man Yee, Vanessa, Mr. Cheng Fu Kwok, David, Mr. Lau Ho Kit, Ivan and Mr. Ho Teck Cheong.

Pursuant to articles 92 and 92A of the Articles, Mr. Teo Siong Seng, Ms. Lau Man Yee, Vanessa, Mr. Cheng Fu Kwok, David, Mr. Lau Ho Kit, Ivan and Mr. Ho Teck Cheong shall retire from office at the AGM. Mr. Cheng and Mr. Lau have informed the Board that they would not offer themselves for re-election and accordingly will retire from office as independent non-executive Directors with effect from the conclusion of the AGM. Mr. Cheng and Mr. Lau have confirmed that they have no disagreement with the Board and there are no other matters that need to be brought to the attention of the Shareholders in relation to their retirements. Save for Mr. Cheng and Mr. Lau, the other retiring Directors, being eligible, shall offer themselves for re-election.

The Nomination Committee has recommended to the Board that the remaining retiring Directors are eligible for re-election. Their brief biographical details are set out in Appendix I to this circular.

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

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

The Board is of the view that Mr. Ho meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines. The Board is satisfied that Mr. Ho has the required character, integrity and experience to continuously fulfill his role as an independent non-executive Director effectively.

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

LETTER FROM THE BOARD

We refer to the announcement of the Company dated 28 May 2024 in relation to the proposed elections of Directors. The Board has nominated Mr. Ng Wai Lim as the candidate for non-executive Director of the Company and Mr. Lam Sze Ken, Kenneth and Ms. Wong Sau Pik as the candidates for independent non-executive Directors of the Company with their terms commencing at the conclusion of the AGM. Their brief biographical details are set out in Appendix I to this circular.

Mr. Lam Sze Ken, Kenneth has given to the Company his confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee has assessed the independence of Mr. Lam including reviewing his confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. Mr. Lam is not involved in the daily management of the Group, has no past or present financial or other interest in the business of the Company or its subsidiaries; and there are no relationships or circumstances which would interfere with the exercise of his independent judgement. The Nomination Committee has also considered that Mr. Lam's extensive industry knowledge in shipowning and financing would bring contribution to the diversity of the Board. In view of the above, the Nomination Committee has made recommendation to the Board for election of Mr. Lam as independent non-executive Director of the Company by Shareholders at the AGM.

Ms. Wong Sau Pik has given to the Company her confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee has assessed the independence of Ms. Wong including reviewing her confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and considered the matters relating to her independence as set out in Appendix I to this circular. Ms. Wong is not involved in the daily management of the Group, has no past or present financial or other interest in the business of the Company or its subsidiaries; and there are no relationships or circumstances which would interfere with the exercise of her independent judgement. The Nomination Committee has also considered that Ms. Wong's professional experience in auditing and accounting would bring contribution to the diversity of the Board. In view of the above, the Nomination Committee has made recommendation to the Board for election of Ms. Wong as independent non-executive Director of the Company by Shareholders at the AGM.

The Board has considered Mr. Lam and Ms. Wong's work profiles and experiences which are set out in Appendix I to this circular. The Board would be benefited from the presence of Mr. Lam and Ms. Wong in giving independent and impartial views to the Company's affairs. The Board also believes that Mr. Lam and Ms. Wong's experiences and expertise would contribute diversity to the Board.

Taking into account all of the circumstances, the Board is of the view that Mr. Lam and Ms. Wong have satisfied the requirements of independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines. The Board is satisfied that Mr. Lam and Ms. Wong have the required characters, integrities and experiences to fulfill their roles as independent non-executive Directors effectively.

LETTER FROM THE BOARD

The Board concluded that Mr. Lam and Ms. Wong are suitable to stand for election as independent non-executive Directors and their elections would be in the best interests of the Company and the Shareholders as a whole.

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

REPURCHASE MANDATE

At the last annual general meeting of the Company held on 23 June 2023, a general and unconditional mandate, which was given to the Directors to exercise all the powers of the Company to repurchase on the Stock Exchange its own Shares, 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 the 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 7 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.

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 9 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 7 and 9 of the notice of AGM respectively.

LETTER FROM THE BOARD

AGM

Notice of AGM is set out on pages 23 to 28 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 2023, the declaration of final dividend, the re-election/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 and extension of the Share Issue Mandate. The notice of AGM is set out in Appendix III 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. Whether or not you are able to attend the AGM, 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.

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

LETTER FROM THE BOARD

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 DIRECTOR

Mr. Teo Siong Seng, *B. Sc. (Naval Architect)*, aged 69, was appointed on 20 April 1993, became the President and Chief Executive Officer of the Company on 1 February 1997 and was appointed as Chairman of the Company on 27 May 2013. Mr. Teo is a director of various subsidiaries of the Company. Mr. Teo started his shipping career with PIL Group in Singapore since 1979. PIL is the controlling shareholder of the Company as defined under the Stock Exchange (“HKEx”). Mr. Teo was appointed as the managing director of PIL in October 1992 and appointed as executive chairman of PIL in April 2018. PIL activities include shipowning, liner shipping, ship agencies, freight forwarding, container manufacturing, container depot/terminal operation, warehousing and logistics park. Mr. Teo retired as independent non-executive directors of COSCO SHIPPING Energy Transportation Co., Ltd (HKEx stock code: 1138 and SSE stock code: 600026) and COSCO SHIPPING Holdings Co., Ltd. (HKEx stock code: 1919 and SSE stock code: 601919), both companies listed on the main board of HKEx and the Shanghai Stock Exchange (the “SSE”), with effect from 8 July 2022 and 16 November 2023 respectively. Mr. Teo is also currently a non-executive and non-independent director of Keppel Ltd. (formerly known as Keppel Corporation Limited) (stock code: BN4) and a non-executive and independent director of Wilmar International Limited (stock code: F34), both companies are listed on the main board of Singapore Exchange. He is the Immediate Past Chairman of Singapore Business Federation and Honorary President of Singapore Chinese Chamber of Commerce & Industry. Mr. Teo is the Honorary Consul of The United Republic of Tanzania in Singapore.

At the Latest Practicable Date, the personal interest of Mr. Teo represents the interest in 47,377,250 Shares. Mr. Teo also has personal interest in 3,600,000 shares and representing 0.65% of the issued capital of PIL Holdings Pte. Ltd.. Save as disclosed above, he had no other interest in the Shares within the meaning of Part XV of the SFO. Mr. Teo entered into a service agreement with the Company regarding his appointment which shall continue subject to the terms and conditions thereof and such terms as may be agreed between the parties from time to time. Mr. Teo’s appointment as an executive Director shall also be subject to retirement by rotation at the annual general meeting and he shall be eligible for re-election in accordance with the Articles, but it does not require the Company to give more than one year’s notice period or to make payments equivalent to more than one year’s emoluments to terminate his service. He is entitled to an annual remuneration (including discretionary performance bonus) of HK\$7,730,255 and a director’s fee of HK\$475,000 for the year of 2023 respectively with reference to the remuneration policy of the Company and having given consideration to the level of responsibility, experience and abilities required of Mr. Teo and the remuneration offered for similar position in comparable companies. Save as disclosed above, Mr. Teo has not held any directorship in other listed public companies during the last three years.

NON-EXECUTIVE DIRECTOR

Ms. Lau Man Yee, Vanessa, FCCA, MBA, BBA, aged 56, was appointed as non-executive Director of the Company on 1 April 2023. She has been the Group Controller, Head of Digital Finance of PIL, since 6 February 2023. She is also the directors of two subsidiaries of the Company. She has over 30 years of experience in accounting field.

Save as disclosed above and as at the Latest Practicable Date, Ms. Lau (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) has not held any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) does not have any interest in the Shares within the meaning of Part XV of the SFO.

Ms. Lau has entered into a service contract with the Company 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. The term of her service is for three years subject to retirement and re-election in annual general meetings of the Company in accordance with the Articles. She is entitled to a director's fee of HK\$262,500 for the year of 2023 with reference to the remuneration policy of the Company and having given consideration to the level of responsibility, experience and abilities required of Ms. Lau and the remuneration offered for similar position in comparable companies.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Ho Teck Cheong, MBA, aged 65, was appointed as independent non-executive Director of the Company on 2 October 2019. Mr. Ho graduated from McGill University, Montreal, Canada in 1984. Mr. Ho is currently an independent director and has been appointed on 2 December 2021 as a Non-Executive Chairman of China Shenshan Orchard Holdings Co. Ltd. (formerly known as Dukang Distillers Holdings Limited), a company listed on the main board of Singapore Exchange. He is also currently an independent director of NorthCape AS, a Norwegian financial advisory company. He possesses extensive experience in assets management and banking industry.

Mr. Ho does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Ho, 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. Ho meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

As at the Latest Practicable Date, Mr. Ho does not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Ho has entered into a service contract with the Company 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 HK\$400,000 for the year of 2023 with reference to the remuneration policy of the Company and having given consideration to the level of responsibility, experience and abilities required of Mr. Ho and the remuneration offered for similar position in comparable companies. Save as disclosed above, Mr. Ho did not hold any other directorships in other listed public companies in Hong Kong or overseas during the last three years.

The particulars of the candidates (as required by the Listing Rules) proposed to be elected at the AGM are set forth below:

NON-EXECUTIVE DIRECTOR

Mr. Ng Wai Lim, *FCPA*, aged 48, graduated from the University of Technology Sydney with a Bachelor of Business (Accounting and Finance) and Master of Business (Finance). Mr. Ng is currently the Group Chief Financial Officer of PIL, the controlling shareholder of the Company as defined under the Listing Rules. He is responsible for overseeing PIL's strategic finance, performance and risk management function in Singapore and in all PIL's group companies around the world. Mr. Ng brings with him over 20 years of strong track record in both finance and commercial business leadership positions in MNCs and public listed companies. Prior to joining PIL, Mr. Ng was the Group Chief Financial Officer of Venture Corporation Limited (SGX stock code: V03), a company listed on Singapore Exchange, as well as the Chief Financial Officer, East Asia and Japan Region of Schneider Electric. He also held various senior finance and commercial positions within Swiss technology company ABB Group across its locations in Switzerland, Singapore, China, Malaysia and Vietnam. Mr. Ng is a Fellow Certified Practising Accountant of CPA Australia. He has been invited to participate as an industry representative in a number of governmental initiatives and task forces on future economy, industrial automation and business transformation.

In the last three years,, Mr. Ng did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Ng does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company and he does not hold any other positions in the Company and its subsidiaries as at the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Ng does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

If Mr. Ng is elected as a non-executive Director at the AGM, the Company intends to enter into a service contract with Mr. Ng 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 services. The term of his services is for three years subject to retirement and re-election in annual general meetings of the Company in accordance with the Articles. His directors' fees for the year of 2024 will be determined by the Remuneration Committee with reference to the remuneration policy of the Company and having given consideration to the level of responsibilities, experiences and abilities required of Mr. Ng and the remuneration offered for similar position in comparable companies. The actual amount of director's fee payable by the Company to Mr. Ng for the year of 2024 would be disclosed in the Company's 2024 annual report.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lam Sze Ken, Kenneth, aged 57, 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 has just completed his six-year term (from 2018 to 2024) as a member of the Hong Kong Maritime and Port Board ("**HKMPB**") 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 both a national committee member of the Chinese People's Political Consultative Conference ("**CPPCC**"), and a committee member of the CPPCC of the Sichuan Province.

Mr. Lam does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. Mr. Lam has given to the Company his confirmation of independence pursuant to Rule 3.13 of the Listing Rules. He has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined under the Listing Rules) of the Company; and there are no other factors that may affect his independence at the time of his appointment.

As at the Latest Practicable Date, Mr. Lam does not have any interest in the shares of the Company within the meaning of Part XV of the SFO. If Mr. Lam is elected as an independent non-executive Director at the AGM, the Company intends to enter into a service contract with Mr. Lam 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. As Mr. Lam will be appointed as Director in 2024, he is not entitled to any director's emoluments for the year of 2023. His director's fee for the year of 2024 will be determined by the remuneration committee of the Company 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. The actual amount of director's fee payable by the Company to Mr. Lam for the year of 2024 will be disclosed in the Company's 2024 annual report. In the last three years, Mr. Lam did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Ms. Wong Sau Pik, aged 61, graduated from the Hong Kong Polytechnic University in 1985. She is a fellow member of the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Accountants in England & Wales, the Association of Chartered Certified Accountants ("ACCA"), and the Hong Kong Chartered Governance Institute. She was elected the president of the ACCA Hong Kong branch from 2008 to 2009. Ms. Wong was an assurance partner of Ernst & Young Hong Kong ("EY Hong Kong") and retired from EY Hong Kong on 30 June 2023. She has over 30 years of professional experience in auditing and accounting in Hong Kong and Mainland China.

Ms. Wong has not held any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Ms. Wong does not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company and she does not hold any other positions in the Company and its subsidiaries as at the Latest Practicable Date.

According to Rule 3.13(3) of the Listing Rules, if within two years immediately prior to the date of her appointment as an independent non-executive director, such director is a partner of a professional adviser which is currently providing or has provided services to a controlling shareholder of the listed issuer, the independence of the director would more likely to be questioned. As at the Latest Practicable Date, the Company is owned as to approximately 41.72% by PIL, which is in turn 100% owned by PIL Pte. Ltd. Each of PIL and PIL Pte. Ltd. has appointed Ernst & Young LLP in Singapore ("EY Singapore") as auditor.

Although Ms. Wong was the former assurance partner of EY Hong Kong before her retirement in June 2023, the Company is satisfied and has demonstrated to the satisfaction of the Stock Exchange that Ms. Wong is independent and fulfills the independence requirements under Rule 3.13 of the Listing Rules based on the following factors:

1. Ms. Wong has over 30 years of experience in the accounting industry. Prior to her retirement, she worked in EY Hong Kong's assurance practice. The Company believes that Ms. Wong is able to exercise her professional judgment and draw upon her extensive accounting knowledge and audit experience for the benefit of the Company and its shareholders as a whole, in particular, the independent shareholders, and is capable of exercising judgment independently and free from any undue influence;
2. EY Hong Kong and EY Singapore are members of the global network of EY firms, each of which is a separate legal entity and financially independent from each other. Ms. Wong was previously a partner of EY Hong Kong and has never worked on matters concerning PIL or the Group;
3. to the best of the Company's knowledge, the professional fee incurred by PIL and PIL Pte. Ltd. relating to the auditing services provided by EY Singapore was not material to the EY network as a whole;
4. in the past two years, the Group did not enter into any new engagement with any member firm of the EY network, nor does any member of the Group have any current intention to enter into any new engagement with any member firm of the EY network in the near future;
5. as a company listed on the Stock Exchange, the Company is operating independently of PIL with its own corporate governance and senior management structure; and
6. Ms. Wong has confirmed to the Company that apart from her prior association with EY Hong Kong, she was not a director, partner or principal of any professional advisor which has within two years immediately prior to the date of her proposed appointment provided services, or is or was an employee of such professional adviser who is or has been involved in providing such services during the same period, to any controller shareholder of the Company.

Taking into account all of the circumstances described above, the Board is of the view that Ms. Wong has satisfied the requirement of independence as set out in Rule 3.13 of the Listing Rules.

Ms. Wong also confirmed to the Company that (i) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined under the Listing Rules) of the Company; and (ii) that there are no other factors that may affect her independence at the time of her appointment.

As at the Latest Practicable Date, Ms. Wong does not have any interest in the shares of the Company within the meaning of Part XV of the SFO. If Ms. Wong is elected as an independent non-executive Director at the AGM, the Company intends to enter into a service contract with Ms. Wong 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 her service. The term of her service is for three years subject to retirement and re-election in annual general meetings of the Company in accordance with the Articles. As Ms. Wong will be appointed as Director in 2024, she is not entitled to any director's emoluments for the year of 2023. Her director's fee for the year of 2024 will be determined by the remuneration committee of the Company with reference to the remuneration policy of the Company and having given consideration to the level of responsibility, experience and abilities required of Ms. Wong and the remuneration offered for similar position in comparable companies. The actual amount of director's fee payable by the Company to Ms. Wong for the year of 2024 will be disclosed in the Company's 2024 annual report. In the last three years, Ms. Wong did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed herein, there are no other matters in relation to Mr. Teo Siong Seng, Ms. Lau Man Yee, Vanessa, Mr. Ho Teck Cheong, Mr. Ng Wai Lim, Mr. Lam Sze Ken, Kenneth and Ms. Wong Sau Pik 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.

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 8 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.

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 2023, 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 have traded on the Stock Exchange during the previous twelve months:

Month	Shares	
	Highest	Lowest
	Traded Price	Traded Price
	<i>HK\$</i>	<i>HK\$</i>
2023		
May	0.610	0.550
June	0.680	0.550
July	0.690	0.570
August	0.730	0.600
September	0.740	0.500
October	0.570	0.540
November	0.570	0.500
December	0.540	0.470
2024		
January	0.590	0.500
February	0.590	0.520
March	0.600	0.540
April	0.570	0.510
May*	0.780	0.560

* *Up to 17 May 2024, being the Latest Practicable Date prior to the printing of this Repurchase Mandate for ascertaining certain information contained herein.*

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.

APPENDIX II EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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 logo for SINGAMAS, featuring the word "SINGAMAS" in a bold, red, sans-serif font. The text is centered between two thick, 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**

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, 26 June 2024 at 11:00 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 2023.
2. To declare a final dividend for the year ended 31 December 2023.
3. To re-elect the following retiring directors as directors of the Company:
 - (a) Mr. Teo Siong Seng as executive director;
 - (b) Ms. Lau Man Yee, Vanessa as non-executive director; and
 - (c) Mr. Ho Teck Cheong as independent non-executive director.
4. To elect the following candidates as directors of the Company:
 - (a) Mr. Ng Wai Lim as non-executive director;
 - (b) Mr. Lam Sze Ken, Kenneth as independent non-executive director; and
 - (c) Ms. Wong Sau Pik as independent non-executive director.
5. To authorise the board of directors of the Company to fix the directors’ remuneration.
6. 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.

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 (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).”

- 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:**

- (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.”

9. 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 7 and 8 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 8 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 7 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).”

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

Hong Kong, 3 June 2024

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, 21 June 2024 to Wednesday, 26 June 2024, both days inclusive, and no transfer of the shares of the Company will be effected during such period. In order to be entitled to attend and vote at the meeting, all transfers of shares of the Company, duly accompanied by the completed transfer forms and all relevant share certificates, must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Thursday, 20 June 2024. The shareholders whose names appear on the register of members of the Company on Wednesday, 26 June 2024, 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 2023, the register of members of the Company will be closed from Wednesday, 3 July 2024 to Friday, 5 July 2024, 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 Tuesday, 2 July 2024. Subject to the approval by the Company’s shareholders at the meeting, the proposed final dividend is payable on Friday, 19 July 2024 to those shareholders whose names appear on the register of members of the Company on Friday, 5 July 2024 (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/Singamas2024AGM> (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 election of the directors will be individually and separately voted on by members.
9. With respect to the proposed resolution numbered 5 above, the directors’ remuneration will be determined by the remuneration committee of the Company as a matter of good corporate governance practice.
10. With respect to the proposed resolution numbered 7 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.
11. All the resolutions set out in this notice shall be decided by poll.
12. 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.