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

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SINGAMAS

勝獅貨櫃企業有限公司

SINGAMAS CONTAINER HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

Stock Code: 716

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

The notice convening the Annual General Meeting of the Company to be held at Falcon Room, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 6 June 2012 at 10:00 a.m. is set out on pages 15 to 18 of this circular.

Whether or not you intend to attend the said meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the registered office of the Company at 19th Floor, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours 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 in person at the Annual General Meeting or any adjourned meeting(s) should you so wish.

20 April 2012

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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 at Falcon Room, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 6 June 2012 at 10:00 a.m.
“Articles”	the articles of association of the Company
“associates”	has the same meaning as given to it in the Listing Rules
“Board”	the board of Directors
“Company”	Singamas Container Holdings Limited, the Shares of which are listed and traded on the Stock Exchange
“Companies Ordinance”	Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“connected person(s)”	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”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	16 April 2012, 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
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the notice of AGM
“PIL”	Pacific International Lines (Private) Limited, a substantial shareholder of the Company as defined under the Listing Rules
“PILHK”	Pacific International Lines (H.K.) Limited, a company in which Messrs. Chang Yun Chung, Teo Siong Seng and Teo Tiou Seng, directors and shareholders of PIL, have beneficial interests, is an associate of PIL
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan

DEFINITIONS

“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 issued share capital of the Company as at the date of passing of the said Ordinary Resolution
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shanghai Pacific”	Shanghai Pacific International Container Co., Ltd., a 60% owned-subsubsidiary of the Company
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“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 and issue 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 issued share capital of the Company as at the date of passing of the said Ordinary Resolution
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the same meaning as given to it in the Listing Rules
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers and Share Repurchases
“US\$”	United States dollars, the lawful currency of United States of America
“%”	per cent.

For the purposes of illustration only and unless otherwise stated, the translation of US\$ into HK\$ is based on the exchange rate of US\$1.00 = HK\$7.80.

LETTER FROM THE BOARD

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. Chang Yun Chung (*Chairman*)
(*also known as Mr. Teo Woon Tiong*)
Mr. Teo Siong Seng (*Vice Chairman*)
Mr. Chan Kwok Leung
Mr. Hsueh Chao En
Ms. Tam Shuk Ping, Sylvia
Mr. Teo Tiou Seng

Registered Office:

19th Floor
Dah Sing Financial Centre
108 Gloucester Road
Wanchai, Hong Kong

Non-executive Directors:

Mr. Jin Xu Chu
Mr. Kuan Kim Kin

Independent Non-executive Directors:

Mr. Lau Ho Kit, Ivan
Mr. Ong Ka Thai
Mr. Yang, Victor

20 April 2012

To the Shareholders

Dear Sirs or Madams,

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

INTRODUCTION

The purpose of this circular is to provide Shareholders with information regarding Ordinary Resolutions to be proposed at the AGM to be held on 6 June 2012 relating to the proposed re-election of Directors, Share Issue Mandate and Repurchase Mandate in accordance with Share Buyback Rules.

RE-ELECTION OF DIRECTORS

The Board currently consists of eleven Directors, namely Mr. Chang Yun Chung (also known as Mr. Teo Woon Tiong), Mr. Teo Siong Seng, Mr. Chan Kwok Leung, Mr. Hsueh Chao En, Ms. Tam Shuk Ping, Sylvia, Mr. Teo Tiou Seng, Mr. Jin Xu Chu, Mr. Kuan Kim Kin, Mr. Lau Ho Kit, Ivan, Mr. Ong Ka Thai and Mr. Yang, Victor.

Pursuant to articles 92 of the Articles, Mr. Jin Xu Chu shall retire from office at the AGM, however, he will not offer himself for re-election.

LETTER FROM THE BOARD

Pursuant to articles 92 and 102 of the Articles, the following Directors shall retire from office at the AGM and, being eligible, offer themselves for re-election:

Mr. Chang Yun Chung (*also known as Mr. Teo Woon Tiong*)
Mr. Teo Siong Seng
Mr. Chan Kwok Leung
Mr. Hsueh Chao En
Ms. Tam Shuk Ping, Sylvia
Mr. Teo Tiou Seng
Mr. Kuan Kim Kin
Mr. Lau Ho Kit, Ivan
Mr. Ong Ka Thai
Mr. Yang, Victor

Mr. Ong Ka Thai is an independent non-executive Director of the Company since his appointment on 17 May 1997. As of the date of this circular, Mr. Ong has been serving on the Board for more than nine years. The Board considers Mr. Ong is and continues to be independent based on his submitted annual written confirmations concerning his independence. The Board believes that Mr. Ong should be re-elected on the basis that he is a person of high integrity and at all times, Mr. Ong has been exercising judgment in the best interests of the Company when discharging his duties as Independent Non-executive Director of the Company.

The re-election of the retiring Directors (including Mr. Ong Ka Thai) will be individually and separately voted on by the Shareholders.

Brief biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

REPURCHASE MANDATE

On 30 May 2011, 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 the share capital of the Company 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 ordinary resolution of Shareholders in 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. 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 20% in aggregate of the nominal amount of the share capital of the Company in issue as at the date of passing of the Ordinary Resolution as referred to in item 6 of the notice of AGM.

LETTER FROM THE BOARD

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.

AGM

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 2011, the re-election of Directors, the fixing of the Directors' fees, the re-appointment of auditors 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 the 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 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 proxy form accompanied to this circular in accordance with the instructions printed thereon to the registered office of the Company not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and return of proxy form will not preclude you from attending and voting at the 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 Directors consider that the re-election of Directors, the granting of Repurchase Mandate, the Share Issue Mandate and the extension of the Share Issue Mandate are in the best interests of the Company as well as the Shareholders as a whole. Accordingly, the Directors 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
Chang Yun Chung
Chairman

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

CHAIRMAN

Mr. Chang Yun Chung (*also known as Mr. Teo Woon Tiong*), aged 93, Chairman, was appointed on 20 April 1993, started his shipping career in Singapore in 1949 and is the founder of PIL. Mr. Chang is the Chairman of the nomination committee and a member of the management committee of the Company. He is the father of Mr. Teo Siong Seng and Mr. Teo Tiou Seng. Mr. Chang graduated from the Xiamen Datung College. Mr. Chang is presently the executive chairman of the PIL Group of companies in Singapore, which is engaged in shipping and related businesses. He is also the Chairman of PILHK of Hong Kong, Maya Corporation Pte. Ltd. of Singapore, Maya Manufacturing & Trading Co. (M) Sdn. Bhd., Maya Plastic Sdn. Bhd., Mosfly International (M) Sdn. Bhd. and Malaysia Shipping Corporation Sdn. Bhd. of Malaysia, Eastern Maritime (Thailand) Ltd. and Pacific Seatran Lines Ltd. of Thailand. Other than PILHK, the rest of the aforesaid companies are third parties independent of the Company and connected persons of the Company. Save as disclosed in this circular, Mr. Chang does not have any other relationship with any directors, senior management or substantial or controlling shareholders of the Company. At the Latest Practicable Date, Mr. Chang was deemed to be interested in 955,315,059 Shares. Among others, a total of 953,954,534 Shares are held by PIL in which Mr. Chang is interested in aggregate, in 496,800,000 shares representing 89.61% of the issued share capital of PIL. Mr. Chang's interest in PIL comprises a personal interest in 79,275,000 shares and corporate interests in 175,500,000 shares through South Pacific International Holdings Limited, a company in which he holds 1.87% of the issued share capital and 242,025,000 shares through Y.C. Chang & Sons Private Limited, a company in which he holds 2.86% of the issued share capital. The personal interest of Mr. Chang represents the interest in 408,625 Shares and interest in 951,900 underlying Shares in respect of share options granted by the Company. Save as disclosed above, he had no other interests in the Shares within the meaning of Part XV of the SFO. Mr. Chang has 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 his service. The term of Mr. Chang in office is 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\$300,000 for the year of 2011 with reference to the remuneration policy of the Company and having given consideration to the level of responsibility, experience and abilities required of Mr. Chang and the remuneration offered for similar position in comparable companies. Mr. Chang has not held any directorship in other listed public companies during the last three years.

VICE CHAIRMAN

Mr. Teo Siong Seng, *B.Sc. (Naval Architect)*, aged 57, was appointed on 20 April 1993, became the President and Chief Executive Officer of the Company on 1 February 1997. Mr. Teo is the Chairman of the management committee of the Company. He is a son of Mr. Chang Yun Chung and he is also a director of various subsidiaries of the Company. Mr. Teo started his shipping career with the PIL Group in 1979 and was appointed the managing director of PIL in October 1992. He is an executive director of various PIL subsidiaries and joint venture companies whose activities include shipowning, liner shipping, ship agency, freight forwarding, container manufacturing and depot/warehousing, logistics park, supply chain management and travel. Mr. Teo is currently an independent non-executive director of China COSCO Holdings Company Limited, a company listed on the Stock Exchange. Mr. Teo is the President of the Singapore Chinese Chamber of Commerce & Industry and is the Founding Member of India-Singapore CEO Forum. He is also the Chairman of The Standard Steamship Owner's Protection and Indemnity Association (Asia) Ltd. and Singapore Maritime Institute Governing Council. Mr. Teo sits on the Board of Business China. He is also a Nominated Member of Parliament (NMP). Besides, Mr. Teo is the Honorary Citizen of Foshan City, Guangdong Province, the PRC and Yixing City, Jiangsu Province, the PRC respectively. Other than the PIL Group, all are third parties independent of the

Company and connected persons of the Company. Save as disclosed in this circular, Mr. Teo does not have any other relationship with any directors, senior management or substantial or controlling shareholders of the Company. At the Latest Practicable Date, the personal interest of Mr. Teo represents the interest in 39,399,000 Shares and interest in 10,597,250 underlying Shares in respect of share options granted by the Company. Mr. Teo also has personal interest in 3,600,000 shares and representing 0.65% of the issued capital of PIL. Save as disclosed above, he had no other interest in the Shares within the meaning of Part XV of the SFO. Mr. Teo has a three-year 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 his service. With reference to the three-year service contract, he is entitled to an annual remuneration (including discretionary performance bonus) of US\$3,815,571 (equivalent to approximately HK\$29,761,454) and a director's fee of HK\$200,000 for the year of 2011. Mr. Teo is appointed for a specific term and he, being as the Managing Director of the Company, is subject to retirement and re-election at least once three years in annual general meetings of the Company in accordance with the Articles. Save as disclosed above, Mr. Teo has not held any directorship in other listed public companies during the last three years.

EXECUTIVE DIRECTORS

Mr. Chan Kwok Leung, aged 54, was appointed on 1 March 2012. Mr. Chan is a member of the management committee of the Company. He is the Senior Vice President of Marketing, Container Depot and Terminal Operations of the Company and is a director of various subsidiaries of the Company. He joined Eng Kong Container Services Limited, a subsidiary of the Company, on 1 July 1994. He has more than 32 years of combined experience in marketing, container depot management, container inspection and repair, and container leasing. Prior to joining the Company, he was the Technical Director of Unicon International Ltd., a container surveying company with major interests in the Far East. Mr. Chan 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 Mr. Chan represents the interest in 2,287,050 underlying Shares in respect of share options granted by the Company. Save as disclosed above, he does not have any other interest in the Shares within the meaning of Part XV of the SFO. Mr. Chan has 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 his service. The term of Mr. Chan in office is subject to retirement and re-election in annual general meetings of the Company in accordance with the Articles. As Mr. Chan was just appointed as Director in 2012, he is not entitled to any emoluments for the year of 2011. His director's fee for the year of 2012 will be determined by the remuneration committee with reference to the remuneration policy of the Company and having given consideration to the level of responsibility, experience and abilities required of Mr. Chan and the remuneration offered for similar position in comparable companies. The actual amount of director's fee payable by the Company to Mr. Chan for the year of 2012 will be disclosed in the Company's 2012 annual report. Save as disclosed above, Mr. Chan has not held any directorship in other listed public companies during the last three years.

Mr. Hsueh Chao En, *Dip. Eng.*, aged 59, was appointed on 16 May 1997. Mr. Hsueh is a member of the management committee of the Company. He joined Shanghai Pacific in July 1989 and was appointed as Executive Vice President – Manufacturing Operations of the Company on 1 June 1993. Mr. Hsueh graduated in mechanical engineering from a technical institute in Taiwan and is a director of various subsidiaries of the Company. Prior to joining the Company, he had over 10 years' experience as a plant manager in various container manufacturing plants in Taiwan. Mr. Hsueh does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. At the Latest Practicable Date, the personal interest of Mr. Hsueh represents the interest in 200,000 Shares and interest in 2,623,650 underlying Shares in respect of share options granted by the Company. Save as disclosed above, he does not have any other interest in the Shares within the meaning of Part XV of the SFO. Mr. Hsueh has 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 his service. The term of Mr. Hsueh in office is subject to retirement and re-election in annual general meetings of the Company in accordance with the Articles. With reference to the remuneration policy of the Company and having given consideration to the level of responsibility, experience and abilities required of Mr. Hsueh and the remuneration offered for similar position in comparable companies, he is entitled to an annual remuneration (including discretionary performance bonus) of US\$211,116 (equivalent to approximately HK\$1,646,705) and a director's fee of HK\$180,000 for the year of 2011. Mr. Hsueh has not held any directorship in other listed public companies during the last three years.

Ms. Tam Shuk Ping, Sylvia, *B. Comm., M.B.A., C.A. (Can.), F.C.P.A.*, aged 49, was appointed on 1 March 2012. Ms. Tam is a member of the management committee of the Company. She is the Chief Financial Officer and Secretary of the Company and is a director of various subsidiaries of the Company. She joined the Company on 15 May 1995 and was appointed as Company Secretary since 1 March 1997. Prior to joining the Company, she was the Chief Financial Officer of a Hong Kong based construction company. She has more than 24 years of combined experience in public accountancy, manufacturing, distribution and construction. Ms. Tam 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. Tam represents the interest in 2,287,050 underlying Shares in respect of share options granted by the Company. Save as disclosed above, she does not have any other interest in the Shares within the meaning of Part XV of the SFO. Mr. Tam has 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 Ms. Tam in office is subject to retirement and re-election in annual general meetings of the Company in accordance with the Articles. As Ms. Tam was just appointed as Director in 2012, she is not entitled to any emoluments for the year of 2011. Her director's fee for the year of 2012 will be determined by the remuneration committee with reference to the remuneration policy of the Company and having given consideration to the level of responsibility, experience and abilities required of Ms. Tam and the remuneration offered for similar position in comparable companies. The actual amount of director's fee payable by the Company to Ms. Tam for the year of 2012 will be disclosed in the Company's 2012 annual report. Save as disclosed above, Ms. Tam has not held any directorship in other listed public companies during the last three years.

Mr. Teo Tiou Seng, aged 59, was appointed on 26 June 1996 as Executive Director of the Company and is also a director of various subsidiaries of the Company. Mr. Teo is a member of management committee of the Company. He is a son of Mr. Chang Yun Chung and has been engaging in shipping business since 1977. Mr. Teo graduated and holds a MBA from the University of Western Ontario, Richard Ivey School of Business – the leading business school in Canada. He has more than 29 years of working experience in container transport business and is also a director of PIL and the managing director of PILHK. Save as disclosed in this circular, Mr. Teo does not have any other relationship with any director, senior management or substantial or controlling shareholders of the Company. At the Latest Practicable Date, the personal interest of Mr. Teo represents the interest in 196,780 Shares and interest in 471,950 underlying Shares in respect of share options granted by the Company. Mr. Teo also has personal interest in 2,400,000 shares and representing 0.43% of the issued share capital of PIL. Save as disclosed above, he has no other interest in the Shares within the meaning of Part XV of the SFO. Mr. Teo has 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 his service. The term of Mr. Teo in office is subject to retirement and re-election in annual general meetings of the Company in accordance with the Articles. 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, he is entitled to an annual remuneration (including discretionary performance bonus) of HK\$438,000 and a director's fee of HK\$180,000 for the year of 2011. Mr. Teo has not held any directorship in other listed public companies during the last three years.

NON-EXECUTIVE DIRECTORS

Mr. Kuan Kim Kin, aged 63, was appointed as Non-executive Director of the Company on 15 July 1998. Mr. Kuan is a member of the audit committee and remuneration committee of the Company. He joined PIL in 1994 as the General Manager of the Finance Division and has been an executive director of the Finance Division of PIL since 7 June 2004. He is also a non-executive director of PST Management Pte. Ltd. which acts in its capacity as a Trustee Manager of Pacific Shipping Trust listed on the Singapore Exchange Securities Trading Limited. Pacific Shipping Trust is sponsored by PIL. Other than their relationship with PIL, PST Management Pte. Ltd. and Pacific Shipping Trust are third parties independent of the Company and connected persons of the Company. Prior to joining PIL, he held a number of senior financial and accounting positions across diverse business groups, including two public listed companies in Malaysia. Mr. Kuan is a fellow member of The Chartered Institute of Management Accountants (United Kingdom). Save as disclosed above, Mr. Kuan does not have any other relationship with any directors, senior management or substantial or controlling shareholders of the Company. At the Latest Practicable Date, the personal interest of Mr. Kuan represents the interest in 104,000 Shares and interest in 564,730 underlying Shares in respect of share options granted by the Company. Save as disclosed above, he does not have any other interest in the Shares within the meaning of Part XV of the SFO. Mr. Kuan has 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 his service. The term of Mr. Kuan in office is generally for one year 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\$260,000 for the year of 2011 with reference to the remuneration policy of the Company and having given consideration to the level of responsibility, experience and abilities required of Mr. Kuan and the remuneration offered for similar position in comparable companies. Other than the foregoing, Mr. Kuan has not held any directorship in other listed public companies during the last three years.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Lau Ho Kit, Ivan, aged 53, was appointed as Independent Non-executive Director of the Company on 1 March 2011. Mr. Lau is the Chairman of the audit committee and a member of the nomination committee of the Company. He is a Certified Public Accountant (Practising) in Hong Kong, a member of the Hong Kong Institute of Certified Public Accountants and The Institute of Chartered Accountants in England and Wales. Mr. Lau graduated from the Hong Kong Polytechnic University with a Master Degree in Professional Accounting. He has extensive experience in accounting and financial management. Mr. Lau is currently an independent non-executive director of CCT Tech International Limited, a company listed on the main board of the Stock Exchange. He is also an independent non-executive director of Glory Mark Hi-Tech (Holdings) Limited, a company listed on the growth enterprise market of the Stock Exchange. CCT Tech International Limited and Glory Mark Hi-Tech (Holdings) Limited are third parties independent of the Company and connected persons of the Company. Mr. Lau does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Lau does not have any interest in the shares of the Company within the meaning of Part XV of the SFO. Mr. Lau has 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 his service. The term of Mr. Lau in office is generally for one year 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\$220,833 for the year of 2011 with reference to the remuneration policy of the Company and having given consideration to the level of responsibility, experience and abilities required of Mr. Lau and the remuneration offered for similar position in comparable companies. Save as disclosed above, Mr. Lau has not held any directorship in other listed public companies during the last three years.

Mr. Ong Ka Thai, aged 57, was appointed as Independent Non-executive Director of the Company since 17 May 1997. Mr. Ong is a member of the nomination committee and remuneration committee of the Company. He is currently the Chairman of various companies including Ong Pacific (H.K.) Ltd., Ong First Tradition Pte. Ltd., Ong Commodities Pte. Ltd. and Ong Pacific Capital Ltd.. These companies are third parties independent of the Company and connected persons of the Company. Mr. Ong graduated from the University of California at Los Angeles with a Bachelor of Arts Degree majoring in Economics, had served as the CEO for a number of multinational joint ventures since then. Mr. Ong is currently a director of Shanghai International Shanghai Growth Investment Limited, a company listed on the Stock Exchange. Mr. Ong was previously an independent non-executive director of China Bohai Bank Limited. Except for the provision of banking facilities by China Bohai Bank Limited to subsidiaries of the Group, Shanghai International Shanghai Growth Investment Limited and China Bohai Bank Limited are third parties independent of the Company and connected persons of the Company. Mr. Ong has over 35 years of experience in the manufacturing, corporate and trade finance, regional equity, futures and commodities trading, investment banking and corporate advisory services, as well as direct and private equity investment. Mr. Ong does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. At the Latest Practicable Date, the personal interest of Mr. Ong represents the interest in 52,000 Shares and interest in 616,730 underlying Shares in respect of share options granted by the Company. Save as disclosed above, he does not have any other interest in the Shares within the meaning of Part XV of the SFO. Mr. Ong has 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 his service. The term of Mr. Ong in office is generally for one year 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\$210,000 for the year of 2011 with reference to the remuneration policy of the Company and having given consideration to the level of responsibility, experience and abilities required of Mr. Ong and the remuneration offered for similar position in comparable companies. Save as disclosed above, Mr. Ong has not held any directorship in other listed public companies during the last three years.

Mr. Yang, Victor, aged 66, was appointed as Independent Non-executive Director of the Company on 15 April 2008. Mr. Yang is the Chairman of the remuneration committee and a member of the audit committee of the Company. He was a founding partner of Boughton Peterson Yang Anderson, Solicitors, Hong Kong and he is also a qualified lawyer in Canada and the United Kingdom. Mr. Yang has over 38 years experience in legal practice primarily in the areas of corporate finance, commercial law, mergers, acquisitions and taxation. He is presently a governor of the Canadian Chamber of Commerce, a director of the Hong Kong Foundation for UBC Limited, and was a board member of Canadian International School of Hong Kong Limited and a member of the Major Sports Events Committee of the Home Affairs Bureau, Hong Kong. Mr. Yang is also an independent non-executive director of China Agri-Industries Holdings Limited and Playmates Toys Limited, both of which are listed on the Stock Exchange. Mr. Yang resigned as an independent non-executive director of Media Chinese International Limited as of 1 October 2009 but was appointed the company's consultant on the same date. China Agri-Industries Holdings Limited, Playmates Toys Limited and Media Chinese International Limited, all are third parties independent of the Company and connected persons of the Company. Mr. Yang 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 Mr. Yang represents the interest in 120,000 underlying Shares in respect of share options granted by the Company. Save as disclosed above, he does not have any other interest in the Shares within the meaning of Part XV of the SFO. Mr. Yang has 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 the service. The term of Mr. Yang in office is generally for one year 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\$280,000 for the year of 2011 with reference to the remuneration policy of the Company and having given consideration to the level of responsibility, experience and abilities required of Mr. Yang and the remuneration offered for similar position in comparable companies. Save as disclosed above, Mr. Yang has not held any directorship in other listed public companies during the last three years.

In the opinion of the Directors, other than the aforesaid matters, there is no information which is discloseable nor any of the aforesaid directors of the Company proposed to be re-elected at the AGM is/was involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

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 49BA 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 restriction, 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;
- (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 issued share capital of the Company comprised 2,418,095,380 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 241,809,538 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 Directors 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 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 and the Companies Ordinance.

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 Companies Ordinance further provides that the amount of premium payable on repurchase may only be paid out of distributable profits of the company. Where the repurchased shares were issued at a premium, any premium payable on repurchase may be paid out of the proceeds of a fresh issue of shares made for the purpose of the share repurchase up to certain limits specified by the Companies Ordinance.

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 2011, being the date to which the latest published audited accounts of the Company were made up, the Directors 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

None of the Shares have been repurchased in the previous six months. 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 Traded Price HK\$	Lowest Traded Price HK\$
2011		
April	3.940	3.230
May	3.950	3.180
June	3.510	2.560
July	3.510	2.700
August	2.880	1.840
September	2.390	1.240
October	1.980	1.200
November	1.880	1.480
December	1.690	1.400
2012		
January	1.860	1.360
February	2.480	1.730
March	2.420	1.950
April*	2.360	2.140

* Up to 16 April 2012, 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 have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

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 substantial shareholder of the Company, PIL and its concerting parties held approximately 41.16% of the issued share capital. 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 45.74% of the issued share capital. 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.

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 Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

SINGAMAS**勝獅貨櫃企業有限公司**
SINGAMAS CONTAINER HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

Stock Code: 716

NOTICE IS HEREBY GIVEN that the annual general meeting of Singamas Container Holdings Limited (the “Company”) will be held at Falcon Room, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 6 June 2012 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 2011.
2. To declare a final dividend for the year ended 31 December 2011.
3. To re-elect the following retiring directors as directors of the Company:
 - (a) Mr. Chang Yun Chung (also known as Mr. Teo Woon Tiong) as executive director;
 - (b) Mr. Teo Siong Seng as executive director;
 - (c) Mr. Chan Kwok Leung as executive director;
 - (d) Mr. Hsueh Chao En as executive director;
 - (e) Ms. Tam Shuk Ping, Sylvia as executive director;
 - (f) Mr. Teo Tiou Seng as executive director;
 - (g) Mr. Kuan Kim Kin as non-executive director;
 - (h) Mr. Lau Ho Kit, Ivan as independent non-executive director;
 - (i) Mr. Ong Ka Thai as independent non-executive director; and
 - (j) Mr. Yang, Victor as independent non-executive director.
4. To authorise the board of directors of the Company to fix the directors’ remuneration.
5. To re-appoint auditors 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 in the share capital of the Company (“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 which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital 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) 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 nominal amount of the issued share capital of the Company as at the date of the passing of this resolution 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 open for a period fixed by the Directors to the holders of Shares and on the register on a fixed record date in proportion to their then holdings of Shares (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 HK\$0.10 each in the share capital 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 nominal amount 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 nominal amount of the issued share capital of the Company as at the date of the passing of this resolution 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 nominal amount of shares in the share capital 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 nominal amount of share capital 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 nominal amount of Shares of the Company on the date of this resolution.”

By Order of the Board
Tam Shuk Ping, Sylvia
Company Secretary

Hong Kong, 20 April 2012

Registered office:
19th Floor
Dah Sing Financial Centre
108 Gloucester Road
Wanchai, Hong Kong

Notes:

1. 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 in person at the meeting or any adjourned meeting should he so wish.**
2. 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 registered office of the Company at 19th Floor, Dah Sing Financial Centre, 108 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. 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.
4. 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.
5. 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.