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

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

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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

**MAJOR TRANSACTION IN RELATION TO THE DISPOSAL OF
100% EQUITY INTEREST IN A SUBSIDIARY
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 4 to 12 of this circular.

A notice convening the EGM to be held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Wednesday, 22 August 2018 at 10:00 a.m. is set out on pages 55 to 56 of this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof (as the case may be). Completion and return of proxy form will not preclude you from attending and voting in person at the EGM or any adjourned meeting (as the case may be) should you so wish.

27 July 2018

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DEFINITIONS

In this circular, other than in the notice of EGM, the following expressions have the following meanings, unless the context otherwise requires:

| | |
|-----------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “2017 Agreement” | the agreement for the transfer of land use rights and buildings thereon dated 4 May 2017 between the Target Company and the Assignee in relation to the sale and purchase of the 2017 Property |
| “2017 Property” | three parcels of land with a total site area of 106,706 square metres, in particular: <ul style="list-style-type: none">(i) Dongfeng Village area, Xinxu Town, Huiyang District, Huizhou City with a total site area of 6,647 square metres;(ii) Caotang, Dongfeng Village, Xinxu Town, Huiyang District, Huizhou City with a total site area of 65,059 square metres; and(iii) Tangxia area of Chanjing Village, Xinxu Town, Huiyang District, Huizhou City with a total site area of 35,000 square metres |
| “2017 Transaction” | the sale and purchase of 2017 Property contemplated under the 2017 Agreement |
| “Agreement” | the sale and purchase agreement dated 3 July 2018 entered into among the Company, the Purchaser and the Target Company in relation to the sale and purchase of the Sale Interest |
| “Assignee” | Huizhou Huijingfeng Real Estate Development Co., Ltd.* (惠州市匯景豐房地產開發有限公司), a company established in the PRC with limited liability |
| “Board” | the board of Directors |
| “Company” or “Vendor” | Singamas Container Holdings Limited, a company incorporated in Hong Kong with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (Stock code: 716) |

DEFINITIONS

| | |
|---------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Consideration” | the amount of RMB735,000,000 in cash |
| “Director(s)” | the director(s) of the Company |
| “Disposal” | the sale of the Sale Interest by the Company to the Purchaser pursuant to the Agreement |
| “EGM” | an extraordinary general meeting of the Company to be convened for the purpose of considering and approving the Disposal |
| “Group” | the Company together with its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Independent Third Party” | a third party independent of the Company and the connected persons of the Company |
| “Latest Practicable Date” | 24 July 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “PRC” | the People’s Republic of China and for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan |
| “Purchaser” | Huizhou Shunjingyuan Industrial Co., Ltd.* (惠州市順景源實業有限公司), a company established in the PRC with limited liability |
| “RMB” | Renminbi, the lawful currency of the PRC |

DEFINITIONS

| | |
|------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Sale Interest” | represents 100% of the equity interest in the Target Company |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share(s)” | ordinary share(s) of the Company |
| “Shareholders” | shareholder(s) of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Target Company” | Hui Zhou Pacific Container Co., Ltd.* (惠州太平貨櫃有限公司), a wholly-owned subsidiary of the Company as at the date of the Agreement |
| “TEU” | Twenty-foot Equivalent Unit |
| “the Land” | a parcel of land in Caotang, Dongfeng Village, Xinxu Town, Huiyang District, Huizhou City with a total site area of approximately 267,000 square metres |
| “US” | United States of America |
| “US\$” | United States dollars, the lawful currency of US |
| “%” | per cent. |

For the purposes of illustration in this circular only and unless otherwise specified, conversion of US\$ into HK\$ is based on the exchange rate of US\$1.00 = HK\$7.85 and conversion of US\$ into RMB is based on the exchange rate of US\$1.00 = RMB6.6157.

** For identification purpose only*

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. Teo Siong Seng

(Chairman and Chief Executive Officer)

Mr. Chan Kwok Leung

(Chief Operating Officer)

Mr. Teo Tiou Seng

Ms. Chung Pui King, Rebecca

(Chief Financial Officer and Company Secretary)

Registered Office:

19th Floor,

Rykadan Capital Tower,

135 Hoi Bun Road,

Kowloon, Hong Kong

Non-executive Directors:

Mr. Kuan Kim Kin

Mr. Tan Chor Kee

Independent Non-executive Directors:

Mr. Cheng Fu Kwok, David

Mr. Lau Ho Kit, Ivan

Mr. Yang, Victor

27 July 2018

To the Shareholders

Dear Sirs or Madams,

**MAJOR TRANSACTION IN RELATION TO THE DISPOSAL OF
100% EQUITY INTEREST IN A SUBSIDIARY
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 3 July 2018 in relation to, among other things, the Disposal. On 3 July 2018, the Company as the Vendor, the Purchaser (being Independent Third Party) and the Target Company (being a wholly-owned subsidiary of the Company) entered into the Agreement, pursuant to which the Purchaser agreed to purchase,

LETTER FROM THE BOARD

and the Company agreed to sell, the Sale Interest at a consideration of RMB735,000,000 in cash (equivalent to approximately US\$111,099,354). The Sale Interest represents 100% of the equity interest in the Target Company.

The purpose of this circular is to provide the Shareholders with relevant information relating to the Transactions as well as the resolutions to be proposed at the EGM, notice of which is set out on pages 55 to 56 of this circular.

2. THE AGREEMENT

Date: 3 July 2018

Parties: The Company as the Vendor.

Huizhou Shunjingyuan Industrial Co., Ltd.* (惠州市順景源實業有限公司) as the Purchaser. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Purchaser and its ultimate beneficial owner(s) is an Independent Third Party.

Hui Zhou Pacific Container Co., Ltd.* (惠州太平貨櫃有限公司) as the Target Company. As at the date of the Agreement, the Target Company was a wholly-owned subsidiary of the Company.

Subject matter to be disposed of

Pursuant to the Agreement, the Purchaser agreed to purchase, and the Company agreed to sell, the Sale Interest at a consideration of RMB735,000,000 (equivalent to approximately US\$111,099,354) in cash. The Sale Interest represents 100% of the equity interest of the Target Company. Details of the Target Company are set out in the section headed "Information on the Target Company, the Company and the Purchaser" below.

The key assets held by the Target Company

The Target Company is the owner of land use rights to the Land, namely a parcel of land in Caotang, Dongfeng Village, Xinxu Town, Huiyang District, Huizhou City with a total site area of approximately 267,000 square metres. The buildings on the Land are being used by the Target Company for the operation of container manufacturing.

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The Company has engaged Huizhou Guangxin Land & Real Estate Appraisals Consultancy Co., Ltd* (惠州市廣信土地房地產評估諮詢有限公司) (the “**Property Valuer**”), a qualified real estate valuer in the PRC and a member of China Institute of Real Estate Appraisers and Agents (the “**CIREA**”) to issue the valuation report for the Land (the “**Valuation Report**”). As advised by the Property Valuer: (i) the Property Valuer has appointed two employees, namely Lai Baozhen and Mu Zhu, who are both qualified real estate valuers registered with Ministry of Housing and Urban-Rural Development of the PRC (the “**MOHU**”), to prepare the Property Valuation Report; and (ii) each of Lai Baozhen and Mu Zhu has more than 10 years experiences in real estate valuation in the PRC.

The Property Valuer further advised that: (i) the Property Valuer, as the members of CIREA, is required to comply with the professional discipline of CIREA when preparing the Valuation Report as well as the professional discipline and ethics regulations of the real estate appraisal industry in the PRC; (ii) while Lai Baozhen and Mu Zhu are not members of CIREA, the Property Valuer, as a CIREA member, requires its employees to comply with the professional discipline of CIREA when preparing a property valuation report; (iii) each of Lai Baozhen and Mu Zhu is registered with the MOHU as a certified real estate appraiser and hence qualified to provide property valuation reports in the PRC. They are required under the MOHU rules and regulations to comply with the professional discipline and ethics regulations of the real estate appraisal industry in the PRC (including those issued by CIREA), although membership of CIREA is not required for a certified real estate appraiser to provide property valuation reports; and (iv) the Valuation Report has been prepared in compliance with the Code for Real Estate Appraisal issued by MOHU.

CIREA and the Hong Kong Institute of Surveyors (the “**HKIS**”) had signed a reciprocity agreement in relation to the recognition of qualifications of PRC real estate appraisers and Hong Kong surveyors. Under the agreement, each institute’s individual members who meet certain eligibility criteria and are nominated by the institute can apply for the other institute’s membership through an examination organized by the other institute. On the basis of the above, the Company takes the view that CIREA was a professional body of similar standing to HKIS.

In view of the above, the Company considers the Valuation Report has been prepared in accordance with standards comparable with the HKIS property valuation standards.

Please refer to Appendix II for the Valuation Report.

LETTER FROM THE BOARD

Consideration precedent, consideration and payment terms

The Disposal shall be conditional upon the Company having fulfilled the applicable requirements under the Listing Rules (including the shareholders of the Company having approved such transaction). In the event that such condition is not fulfilled by the Company within 90 days of the Agreement, the Agreement shall be terminated. The Company shall refund an amount equivalent to the partial Consideration that has been received by the Company (if any) without interest and no party shall be responsible to the other parties for any other obligations.

The Consideration of RMB735,000,000 in cash shall be payable by the Purchaser in the following manner:

- (1) a deposit of RMB200,000,000 is payable to the Company within seven days after the signing of the Agreement;
- (2) a second stage payment of RMB300,000,000 to be paid to the Company within three working days of the completion of share transfer;
- (3) a third stage payment of RMB200,000,000 to be paid to the Company within three working days, after the Target Company completes tax registration procedures on the transfer of the Sale Interest;
- (4) a fourth stage payment of RMB35,000,000 to be paid to the Company within three working days, after the handover request by the Company as regards the Land pursuant to the Agreement.

As at the Latest Practicable Date, the deposit has been paid to the Company.

In addition to the Consideration as set out above, following the Disposal, the Purchaser shall be responsible for the cost of procuring the Target Company to complete the transfer procedures as regards 2017 Property (see the sub-section headed “The Listing Rules Implication – 2017 Transaction” below), including any tax or other expenses arising out of such transfer.

The Consideration was determined after arm’s length negotiations between the Vendor and the Purchaser on normal commercial terms with reference to the valuation amount of approximately RMB621,002,900 as at 31 May 2018 and audited net asset value of the Target Company as at 31 December 2017 of approximately RMB582,142,000 and the reasons for the Disposal as set out in the section headed “Reasons for and benefits of the Disposal” below.

LETTER FROM THE BOARD

3. INFORMATION ON THE TARGET COMPANY, THE COMPANY AND THE PURCHASER

The Target Company

The Target Company is a company established in the PRC with limited liability and is principally engaged in the operation of container manufacturing. Set out below is certain financial information of the Target Company for the two years ended 31 December 2016 and 2017:

| | For the years ended 31 December (audited) | |
|------------------------------|----------------------------------------------|-------------------|
| | 2016 (RMB'000) | 2017 (RMB'000) |
| Revenue | 766,388 | 2,072,489 |
| Net (loss) profit before tax | (15,277) | 159,910 |
| Net (loss) profit after tax | (15,278) | 122,768 |

The net asset value of the Target Company as extracted from its audited financial statements for the year ended 31 December 2017 was approximately RMB582,142,000.

Upon completion of the Disposal, the Target Company will cease to be a subsidiary of the Company.

The Company

The Company is an investment holding company incorporated in Hong Kong with limited liabilities and the activities of the Group include manufacturing of dry freight containers, collapsible flatrack containers, open top containers, bitutainers, refrigerated containers, 53' US domestic containers, tank containers, offshore containers, other specialised containers and container parts; provision of logistics services, including operating container depots, container terminals and container logistics.

The Purchaser

Based on the information available to the Company, the Purchaser is an investment holding company established in the PRC with limited liabilities, it focusing on the investment opportunities in the PRC.

LETTER FROM THE BOARD

4. REASONS FOR AND BENEFITS OF THE DISPOSAL

The Target Company was established in 2005 and has since then been operating its business of container manufacturing at the buildings on the Land. The Land is a parcel of land in Caotang, Dongfeng Village, Xinxu Town, Huiyeng District, Huizhou City with a total site area of approximately 267,000 square meters. In light of the prevailing valuation of the Land and the Consideration offered by the Purchaser, the Company considers that the Disposal represents a good opportunity for the Company to realise a gain therefrom and generate additional cash flow for the Group. Upon completion of the Disposal, it is estimated that the Company would realise a gain on the Disposal before taxation of approximately RMB300,000,000 (equivalent to approximately US\$45,346,675), being the difference between the Consideration and the estimated adjusted net asset value of the Target Company as at completion. The exact amount of the gain of the Disposal to the Company is subject to adjustments and audit and may therefore be different from the amounts mentioned above as the actual gain or loss will depend on, among other things, the actual net asset value of the Target Company as at the completion of the Disposal. The Company intends to apply the net proceeds from the Disposal for repaying bank borrowings, building new manufacturing facilities (if any) and for general working capital purposes.

For the avoidance of doubt, the Disposal does not represent any decision of the Company to discontinue the business previously undertaken by the Target Company. The underlying assets of the Disposal are essentially the real estate properties (mainly the Land and the buildings thereon) held by the Target Company. The Group has recently established a new wholly-owned subsidiary in the PRC, which is intended to take over the business previously undertaken by the Target Company. As the underlying assets of the Disposal are the real estate properties held by the Target Company (but not the business undertaken by the Target Company), there is a transitional arrangement in place between the Company and the Purchaser pursuant to which the Company will be provided with a reasonable period of time for the transition of the manufacturing capabilities, related operations and employees of the Target Company after completion of the transfer of equity interest in the Target Company whereby the new wholly-owned subsidiary of the Group will continue to operate at the buildings during the transition period. In any event, completion of such transfer is conditional upon satisfaction of certain conditions precedent and therefore will not take place immediately. In the meantime, the Company is evaluating the economic benefits for the potential establishment of a new factory in Huizhou, the PRC, for the purpose of taking over certain manufacturing capabilities, related operations and employees of the Target Company, taking into account various commercial and other factors and the needs of the Group as a whole. As at the Latest Practicable Date, no definitive decision with respect to any such establishment had been made. In the event that the Group decides not to establish any new factory in Huizhou, the Company expects that the relevant assets, machineries and staff will be relocated to other facilities of the Group. As at the Latest Practicable Date, the Group had annual production capacity of approximately 850,000 TEU. As the production capacity of current facilities have not been fully utilised and given the continuing operation of the new wholly-owned subsidiary at the buildings during the transition period, the Company is of the view that the Disposal does not have any material adverse impact on the manufacturing capacity of the Group and the operation of the Group as a whole.

LETTER FROM THE BOARD

In light of the changing market landscape and the challenges and competitions encountered in the container manufacturing industry, the Group has been evaluating its business strategies including regarding its manufacturing capabilities and locations, and such strategies which may be implemented by way of sale, such as the Disposal, for the benefit of the Company and its shareholders as a whole. As at the Latest Practicable Date, the Company had not entered into any legally binding and definitive agreements for the disposal of any other subsidiaries.

The Directors (including the independent non-executive Directors) are of the opinion that the Disposal is on normal commercial terms which are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors (including the independent non-executive Directors) recommend the Shareholders should vote in favour of the resolution to be proposed at the EGM to approve the Disposal.

5. FINANCIAL EFFECTS OF THE DISPOSAL

Upon Completion, the Group will cease to have any interests in the Target Company, and the financial results of the Target Company will no longer be consolidated in the financial statements of the Group. Based on the preliminary assessment on the unaudited consolidated financial information of the Target Company, it is expected that upon completion of the Disposal, the total assets of the Group will increase by approximately RMB448,000,000 (equivalent to approximately US\$67,717,702), the total liabilities of the Group will increase by approximately RMB148,000,000 (equivalent to approximately US\$22,371,026), the net assets of the Group will also be increased by approximately RMB300,000,000 (equivalent to approximately US\$45,346,675) based on the estimated gain on the Disposal.

The net proceed arising from the Disposal is expected to be applied for repaying bank borrowings, building new manufacturing facilities (if any) and for general working capital purpose.

LETTER FROM THE BOARD

6. THE LISTING RULES IMPLICATIONS

2017 Transaction

On 4 May 2017, the Target Company and the Assignee entered into the 2017 Agreement pursuant to which the Assignee agreed to purchase, and the Target Company agreed to sell, the 2017 Property at a consideration of RMB56,453,100 (equivalent to approximately US\$8,533,201) in cash which was determined after arm's length negotiations between the Target Company and the Assignee on normal commercial terms with reference to the valuation of the 2017 Property. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of the Assignee and its ultimate beneficial owner(s) is an Independent Third Party. The Target Company has already received such consideration in cash but completion of such transaction has not yet been taken place. The 2017 Property was used by the Target Company for storage of the containers manufactured by the Target Company. It is currently expected that completion of the 2017 Transaction will take place after completion of the Disposal and hence the Group will not be entitled to the net proceeds from the 2017 Transaction. The 2017 Transaction by itself did not constitute any notifiable or connected transaction of the Company under Chapter 14 or 14A, as the case may be, of the Listing Rules.

Listing Rules analysis

As one or more of the applicable percentage ratios calculated by reference to Rule 14.07 of the Listing Rules in respect of the Disposal reaches or exceeds 25% but less than 75%, the Disposal constitutes a major transaction of the Company and is subject to the notification, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

7. EGM

A notice convening the EGM to be held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Wednesday, 22 August 2018 at 10:00 a.m., at which an ordinary resolution will be proposed to approve the Agreement and the transactions contemplated thereunder as set out on pages 55 to 56 of this circular.

LETTER FROM THE BOARD

A proxy form for use at the EGM is enclosed. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Company's share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof (as the case may be). Completion and return of proxy form will not preclude you from attending and voting in person at the EGM or any adjourned meeting (as the case may be) should you so wish.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder has a material interest in the transactions contemplated under the Agreement. As such, no Shareholder is required to abstain from voting under the Listing Rules at the EGM on the resolution(s) to approve the Agreement and the transactions contemplated thereunder.

8. RECOMMENDATION

The Board considers that the terms of the Agreement and the transactions contemplated thereunder are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the EGM to approve the Agreement and the transactions contemplated thereunder.

9. ADDITIONAL INFORMATION

Your attention is also drawn to the information set out in the appendices of this circular.

On behalf of the Board
Singamas Container Holdings Limited
Teo Siong Seng
Chairman and Chief Executive Officer

1. FINANCIAL INFORMATION OF THE GROUP

Financial information of the Group for the three years ended 31 December 2015, 2016 and 2017 can be found in the annual reports of the Company for the years ended 31 December 2015, 2016 and 2017 respectively. The above-mentioned financial information has been published on both website of the Stock Exchange at www.hkex.com.hk and the Company's website at www.singamas.com.

2. INDEBTEDNESS

At the close of business on 31 May 2018, being the latest practicable date for the purpose of the indebtedness statement, the indebtedness of the Group was as follows:

- (i) the Group had bank loans of approximately US\$442 million and all bank loans are unsecured and mainly carry interest at either London Interbank Offered Rate or borrowing rate offered by the PRC plus certain basis points and are repayable over a period range from one to three years; and
- (ii) the Group had bills payable of approximately US\$243 million issued by the banks in the PRC for the purpose of procuring raw materials.

Save as aforesaid or as otherwise mentioned herein, and apart from intra-group liabilities and guarantees and normal trade payables in the ordinary course of business, the Group did not have any outstanding borrowings, mortgages, charges, debentures, loan capital and overdraft, debt securities or other similar indebtedness, finance leases or hire purchase commitment, any guarantees to third parties or other material contingent liabilities as at the close of business on 31 May 2018, being the latest practicable date for the purpose of this indebtedness statement prior to printing of this circular.

Save as aforesaid, to the best knowledge of the Directors, having made all reasonable enquiries, there has been no material changes in the indebtedness, contingent liabilities and commitments of the Group since 31 May 2018, the date to which the indebtedness statement is made and up to the Latest Practicable Date.

3. WORKING CAPITAL

The Directors are of the opinion that taking into account the internal resources, the existing banking and other borrowing facilities available, the existing cash and bank balances, the Group will have sufficient working capital for its present requirements, that is for at least the next 12 months from the date of publication of this circular, in the absence of unforeseeable circumstances.

4. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

Upon Completion, the Group will continue to be principally engaged in the business of manufacturing of containers and other related products and providing logistics services.

During the year of 2017, revenue of the Group was approximately US\$1,476 million, representing a growth of approximately 61.1% when compared with the year of 2016. Consolidated profit attributable to owners of the Company was approximately US\$41 million. Net assets attributable to owners of the Company were approximately US\$574 million, representing a growth of approximately 7.7 % when compared with that of the 2016.

The year 2018 is expected to see the global economy continue improving, with the World Bank forecasts growth to edge up to 3.1% and the International Monetary Fund forecasts an even more optimistic 3.9%, driven by the ongoing recovery in investment, manufacturing and trade, as well as commodity-exporting developing economies benefit from firming commodity prices. On the shipping front, cellular fleet growth is forecasted to rise by 5.6% in 2018, according to Alphaliner, which should further drive container demand. The Group expects dry freight containers to continue being the primary and stable source of revenue. The Group's new refrigerated container production factory in Qingdao has commenced trial operation in March 2018, it is capable of supporting the Group's refrigerated container business in northern PRC market. Furthermore, the Group introduced a new assembled-on-site refrigerated container which is jointly developed by the Group and Carrier Transicold, in the second quarter of 2018. This new product is expected to be well received by the market given their various performance advantages.

Paving the way for further growth, the Group increased its equity stake in Modex Holding Limited from 29.9% to 42.9% in February 2018. The initiative highlights both our confidence in the joint venture and the offshore container business, as well as its commitment to advancing this area of interest in the coming years.

While the Group is constantly examining ways to develop its business, the Group is no less determined to develop our portfolio of products, as demonstrated by the launching of assembled-on-site refrigerated containers and the recent introduction of fish farming containers. To expedite such efforts, the Group will continue to bolster our R&D capabilities by recruiting the best and brightest, including graduates from prominent universities in the PRC, leading to the roll-out of even more attractive customer-centric solutions.

As mentioned under the paragraph headed “Reasons for and Benefits of the Disposal” in the Letter from the Board in this circular, the Directors consider that the Disposal represents a good opportunity for the Company to realise a gain therefrom and generate additional cash flow for the Group. Upon completion of the Disposal, it is estimated that the Company would realise a gain on the Disposal before taxation of approximately RMB300,000,000 (equivalent to approximately US\$45,346,675), being the difference between the Consideration and the estimated adjusted net asset value of the Target Company as at completion. The exact amount of the gain of the Disposal to the Company is subject to adjustments and audit and may therefore be different from the amounts mentioned above as the actual gain or loss will depend on, among other things, the actual net asset value of the Target Company as at the completion of the Disposal. The Company intends to apply the net proceeds from the Disposal for repaying bank borrowings, building new manufacturing facilities (if any) and for general working capital purposes.

The Directors also believe that upon completion of the Disposal, the Group’s financial and cash position will be strengthened, and the Group will be well prepared to capture business and investment opportunities as and when appropriate.

The following is the text of a letter and valuation report prepared for the purpose of incorporation in this circular received from Huizhou Guangxin Land & Real Estate Appraisals Consultancy Co., Ltd. (惠州市廣信土地房地產評估諮詢有限公司), an independent valuer, in connection with its valuation as at 31 May 2018 of the property interests to be disposed by the Group.*

Letter to Appraisal Client

To Singamas Container Holdings Limited:

We, Huizhou Guangxin Land & Real Estate Appraisals Consultancy Co., Ltd., accepted your entrustment to appraise the fair market value of your properties located in Dongfeng Village, Xinxu Town, Huiyang District, Huizhou City with a total site area of 373,934 square meters, with a view to **providing a reference for you to understand the fair market value of such fixed assets at the time of the appraisal**. Based on the conditions of the appraisal object and the specific appraisal purpose and in the principles of independence, objectivity, impartiality, legitimacy and prudence, we followed rigorous appraisal procedures to conduct field survey and evaluation of the above properties in strict accordance with the relevant laws, regulations and technical standards, including the Assets Appraisal Law of the People's Republic of China (put into force on 1 December 2016), the Urban Real Estate Management Law of the People's Republic of China (put into force on 1 January 1995) and the Code for Real Estate Appraisal (GB/T50291-2015) as well as relevant policies, regulations, implementation rules and notices issued by the People's Government of Guangdong Province, Huizhou Municipal People's Government and other relevant authorities. The appraisal results are set out as follows:

1. Appraisal purpose: **To provide a reference for the appraisal client to understand the fair market value of its fixed assets at the time of the appraisal.**

2. Appraisal object:

| No. | Name | Use | Underlying asset | Size | Ownership document |
|-----|-----------------------------------------------|------------|------------------|----------------------------------|------------------------------------------------------------------------|
| 1 | Plot 06-05-320 | Industrial | Land | Site area: 267,228m ² | State-owned Land Use Certificate (Hui Yang Guo Yong (2005) No.0600206) |
| 2 | Main factory building in the northern factory | Industrial | Property | GFA: 49,382.88m ² | Property Ownership Certificate (Yue Fang Di Zheng Zi No. C5413257) |
| 3 | Office building in the northern factory | Industrial | Property | GFA: 1,593.83m ² | Property Ownership Certificate (Yue Fang Di Zheng Zi No. C5413255) |
| 4 | Complex building in the northern factory | Industrial | Property | GFA: 1,824.13 m ² | Property Ownership Certificate (Yue Fang Di Zheng Zi No. C5413256) |
| 5 | Steel coil warehouse | – | Property | GFA: 4,821.00m ² | – |
| 6 | Paint warehouse | – | Property | GFA: 658.00m ² | – |
| 7 | Other fixed assets in the northern factory | – | Structures | See the attachments | – |
| 8 | Plot 06-05-321 | Industrial | Land | Site area: 65,059m ² | State-owned Land Use Certificate (Hui Yang Guo Yong (2005) No.0600207) |
| 9 | Plot 06-05-228 | Industrial | Land | Site area: 6,647m ² | State-owned Land Use Certificate (Hui Yang Guo Yong (2006) No.0600208) |

| No. | Name | Use | Underlying asset | Size | Ownership document |
|-----|--------------------------------------------|------------|------------------|-------------------------------------------------------------|------------------------------------------------------------------------|
| 10 | Plot 06-09-498 | Industrial | Land | Site area: 35,000m ² | State-owned Land Use Certificate (Hui Yang Guo Yong (2006) No.0600059) |
| 11 | Residential buildings in the southern yard | Dormitory | Property | Total GFA of the two dormitory buildings: 680m ² | - |
| 12 | Other fixed assets in the southern yard | - | Structures | See the attachments | - |

3. Valuation time: 31 May 2018.

The valuation time refers to a specific time when the value or price of the appraisal object is appraised. The valuation time shall be jointly determined by the appraisal client and the real estate appraisal agency according to the nature of the relevant economic activities and the principle of nearing the date of achieving the appraisal purpose. The purpose of the appraisal is to provide a reference for the appraisal client to understand the fair market value of its fixed assets at the time of the appraisal, so the valuation time is the date of field survey.

4. Type of value: market value.

Market value refers to a price at which the appraisal object, after being properly marketed, is voluntarily and fairly transacted at the valuation time by well-informed transacting parties who act cautiously and are not forced to transact.

The “appraised value” mentioned in the appraisal report refers to the value or price of the appraisal object arrived at through real estate appraisal activities.

5. Appraisal methods

After comprehensive consideration of the appraisal purpose, the physical and chemical status of the appraisal object, and the information provided by the appraisal client, we determined to use the comparison method and cost method to conduct the appraisal.

6. Appraisal Results

After an appraisal conducted based on the specific appraisal purpose, the basis of appraisal and the necessary assumptions on valuation, the total value of the appraisal object is arrived at as follows:

| No. | Appraisal object | Underlying asset | Size | Unit price (RMB/m ²) | Total value (RMB'000, rounded to the nearest hundredth) | Total value (RMB in words) |
|----------------------------------------------------------|-----------------------------------------------|------------------|-------------------------|--------------------------------------|---------------------------------------------------------|----------------------------------------------------------------------------------------|
| 1 | Plot 06-05-320 | Land | 267,228m ² | 1,000.00 | 267,228.0 | Renminbi Two Hundred Sixty-seven Million Two Hundred Twenty Eight Thousand |
| 2 | Main factory building in the northern factory | Property | 49,382.88m ² | 1,700.00 | 83,950.9 | Renminbi Eighty Three Million Nine Hundred Fifty Thousand Nine Hundred |
| 3 | Office building in the northern factory | Property | 1,593.83m ² | 2,900.00 | 4,622.1 | Renminbi Four Million Six Hundred Twenty Two Thousand One Hundred |
| 4 | Complex building in the northern factory | Property | 1,824.13m ² | 2,260.00 | 4,122.5 | Renminbi Four Million One Hundred Twenty Two Thousand Five Hundred |
| 5 | Steel coil warehouse | Property | 4,821.00m ² | 1,600.00 | 7,713.6 | Renminbi Seven Million Seven Hundred Thirteen Thousand Six Hundred |
| 6 | Paint warehouse | Property | 658.00m ² | 1,600.00 | 1,052.8 | Renminbi One Million Fifty Two Thousand Eight Hundred |
| 7 | Other fixed assets in the northern factory | Structures | See the attachments | See the attachments (net book value) | 134,548.6 | Renminbi One Hundred Thirty Four Million Five Hundred Forty Eight Thousand Six Hundred |
| Subtotal: | | | | | 503,238.5 | Renminbi Five Hundred Three Million Two Hundred Thirty Eight Thousand Five Hundred |
| 8 | Plots 06-05-321, 06-05-228, 06-09-498 | Land | 106,706m ² | 1,000.00 | 106,706.0 | Renminbi One Hundred Six Million Seven Hundred Six Thousand |
| 9 | Residential buildings in the southern yard | Property | 680m ² | 2,250.00 | 1,530.0 | Renminbi One Million Five Hundred Thirty Thousand |
| 10 | Other fixed assets in the southern yard | Structures | See the attachments | See the attachments (net book value) | 9,528.4 | Renminbi Nine Million Five Hundred Twenty Eight Thousand Four Hundred |
| Subtotal: | | | | | 117,764.4 | Renminbi One Hundred Seventeen Million Seven Hundred Sixty Four Thousand Four Hundred |
| Total value of properties and other fixed assets: | | | | | 621,002.9 | Renminbi Six Hundred Twenty One Million Two Thousand Nine Hundred |

7. Special statement:

- 1 Huizhou Guangxin Land & Real Estate Appraisals Consultancy Co., Ltd. is an officially registered member of both China Institute of Real Estate Appraisers and Agents and Guangdong Institute of Real Estate Appraisers and Agents. Our appraisal process complies with the articles of association of the above institutes, laws and relevant regulations. We are engaged by Singamas Container Holdings Limited to appraise the appraisal object.
- 2 As the ownership certificates for the dormitory buildings, the steel coil warehouse and the paint warehouse under this report are yet to be obtained, the GFA of each of such buildings was determined based on the field measurement by surveyors, and there may be an error between such GFA and the actual GFA. If accurate data is required, the GFA should be measured by a professional surveying and mapping agency.
- 3 The appraisal object is the properties of Hui Zhou Pacific Container Co., Ltd., a subsidiary of Singamas Container Holdings Limited, located in Dongfeng Village, Xinxu Town, Huiyang District, Huizhou City. According to the request of the appraisal client, the value of other fixed assets was determined based on the list of fixed assets (with net book values) provided by the appraisal client, see the attachments.
- 4 According to the current regulations, the valid period of the appraisal report is one year from the date of issuance of the appraisal report, i.e. from 31 May 2018 to 30 May 2019. The users of the appraisal report should reasonably use the appraisal report within the valid period of the report, and should reappraise the value of the underlying properties in the case of rapid changes in real estate market prices. Where the appraisal report is used beyond its valid period, any liability arising therefrom shall be borne by the user(s).

Notice is hereby given.

Huizhou Guangxin Land & Real Estate Appraisals Consultancy Co., Ltd.

Legal representative:

31 May 2018

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APPRAISERS' STATEMENT

We solemnly declare that:

1. The appraisal is within our professional competence and scope of appraisal business.
2. We undertake to maintain integrity and honesty in the appraisal process without making any false valuation, not to carry out the appraisal according to the overvaluation or undervaluation requirements of the appraisal client or any other individual or entity, and not to make a valuation at a pre-set value or price.
3. We undertake to be diligent and responsible in the appraisal process, to collect legitimate, true, accurate and complete information needed for the appraisal, to review such information, and to conduct a field survey of the appraisal object.
4. The facts we present in this appraisal report are true and accurate without any false representation, misleading statement or material omission.
5. The analyses, opinions and conclusions set out herein are our own independent, objective, impartial and professional analyses, opinions and conclusions which are subject to the appraisal assumptions and restrictions stated herein.
6. We have no potential interest in the appraisal object under this appraisal report, no interest relationship with the appraisal client and appraisal stakeholders, and are not biased against the appraisal object, appraisal client and appraisal stakeholders.
7. This appraisal report is prepared with our opinions and conclusions which are reached based on our analyses conducted in accordance with such national standards of the People's Republic of China as the Code for Real Estate Appraisal (GB/T50291-2015) and the Standard for Basic Terminology of Real Estate Appraisal (GB/T50899-2013).
8. On 31 May 2018, we dispatched certified real estate appraisers, Lai Baozhen (registered number: 4420070102), to carry out on-site survey of the appraisal object under this appraisal report. The appraisers' survey of the appraisal object only covers the appearance and usage of the appraisal object. The appraisers do not assume the responsibility to investigate the quality of the appraisal object's building structure, nor do they assume the responsibility to carry out exploration of other covered or unexposed and inaccessible parts.

9. No professional assistance of material importance was sought by us for this appraisal report.
10. The appraisal results in this report shall only be used by the appraisal client for the purpose of the appraisal, and shall not be used for other purposes. Without our written consent, all or any part of this report may not be provided to any entity or individual other than the appraisal client, users of this report and the department responsible for reviewing this report, nor may it be published in any form.
11. This appraisal report shall be explained by Huizhou Guangxin Land & Real Estate Appraisals Consultancy Co., Ltd..
12. Real estate appraisers involved in the appraisal:

Lai Baozhen (registration certificate number: 4420070102), Mu Zhu (registration certificate number: 5220070014)

31 May 2018

ASSUMPTIONS AND RESTRICTIONS ON VALUATION**1. General Assumptions:**

1.1 The appraisal arrived at a value of the appraisal object based on the State-owned Land Use Certificates, the Property Ownership Certificates and other information provided by the appraisal client. The use and GFA of the appraisal object are confirmed based on such information. The appraisers have examined the information on the ownership, area and use of the appraisal object that the appraisal relied upon, assuming that such information is legitimate, true, accurate and complete.

1.2 During the appraisal, attention was given to the major factors affecting the value or price of the appraisal object such as housing safety and environmental pollution. At the time of the survey, only general inspection on the buildings was carried out, no structural test or authentication, detection by the professional organisation was carried out. Therefore, the appraisers are not able to determine any internal defects of the buildings, and assumed all of them are in safety conditions.

1.3 It is assumed that the appraised object is used legally and will continue to be used for the current purposes. Moreover, it is assumed that the properties in the appraisal object will continue to be developed or operated according to the predetermined plan and methods for development and operation, and the macro environment such as national industrial policies, financial policies and tax policies relating to the operation of the appraisal object will remain stable after the economic behaviour for appraisal object has been achieved.

1.4 The appraisal results herein do not take into account the potential impacts of any significant changes in the state's macroeconomic policies, natural forces and other force majeure on the prices of the properties being appraised.

2. Assumptions About Undetermined Matters

The appraisal has no undetermined or unclear matters such as the use and usable floor area of buildings, so there are no assumptions about undetermined matters.

3. Assumption on Deviation from Facts

There is no inconsistency between the conditions of the appraisal object preset for the appraisal and the actual conditions of the appraisal object, so there is no assumption on deviation from facts.

4. Inconsistency Assumption

There is no inconsistency among the actual use, the registered use and the planned use of the appraisal object and among different ownership certificates in terms of the owner and the name and address of the appraisal object, so there is no inconsistency assumption.

5. Assumption on Insufficient Basis

As the ownership certificates for the dormitory buildings, the steel coil warehouse and the paint warehouse under this report are yet to be obtained, the GFA of each of such buildings was set based on field measurement by surveyors, and there may be an error between such GFA and the actual GFA. If accurate data is required, the GFA should be measured by a professional surveying and mapping agency.

6. Restrictions on Use of Appraisal Report

6.1 Without our consent, this report shall not be provided to any companies or individuals other than the department responsible for reviewing this report, nor shall all or part of the content herein be published in any public media. Meanwhile, we undertake not to provide the appraisal report to any unrelated companies or individuals without the permission of the appraisal client.

6.2 The appraisal results do not take into account the future risk of property disposal and the potential impacts of the debts, contingent debts and erroneous management decisions of the appraisal object and its operating company or market failures on the value of the appraised object.

6.3 The appraisal covers the value of the property use right of the appraisal object (excluding internal movable facilities, production equipment, and related creditor's rights, debts and franchise rights). According to the information provided by the appraisal client, the appraisal object is not subject to any priority of compensation, which is a basis for the conclusions of the appraisal.

6.4 The appraisal results herein are valid for one year from the date of issuance of this report, that is, from 31 May 2018 to 30 May 2019. If there is any major change in real estate market prices within the validity period, the appraisal results should be adjusted accordingly.

7. Special Explanations

7.1 Guangdong Chongyue Law Firm (廣東崇越律師事務所) issued their Legal Opinions in relation to the buildings and lands on 20 May 2018. According to the Legal Opinions, the legal title of the valued buildings and lands belongs to Huizhou Pacific Container Co., Ltd. and there is no dispute concerning the ownership. We have obtained the Legal Opinions issued by Guangdong Chongyue Law Firm (廣東崇越律師事務所) from the management of Singamas Container Holdings Limited and the Legal Opinions has been fully taken into account during the appraisal process.

REPORT ON APPRAISAL RESULTS**I. Appraisal Client**

Name: Singamas Container Holdings Limited
Address: 19/F., Rykadan Capital Tower, 135 Hoi Bun Road,
Kowloon, Hong Kong

II. Real Estate Appraisal Agency

Full name: Huizhou Guangxin Land & Real Estate Appraisals Consultancy
Co., Ltd.
Legal representative: Lai Baozhen
Address: 7/F, 22 Yanda First Road, Danshui Town,
Huiyang District, Huizhou City
Grade of appraisal qualification: Grade III
Qualification certificate number: Yue Fang Gu Zheng Zi San 0800020
Contact: Chen Zhiping
Tel: 0752-3361838

III. Appraisal Purpose

To appraise the fair market value of the properties owned by Huizhou Pacific Container Co., Ltd. (located in Dongfeng Village, Xinxu Town, Huiyang District, Huizhou City), the subsidiary of Singamas Container Holdings Limited, with a total site area of 373,934m², so as to provide a reference for the appraisal client to understand the fair market value of its fixed assets at the time of the appraisal.

IV. Appraisal Object

1. Information on Appraisal Object

Basic Information on Appraisal Object

| | | | | |
|---------------------|----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|---------------------------------------------------------------------------------------|
| Basic information | Location of the appraisal object | Dongfeng Village, Xinxu Town, Huiyang District, Huizhou City | Use | Industrial |
| | Size (m ²) | Site area: 373,934m ² | Ownership | Huizhou Pacific Container Co., Ltd. |
| Location conditions | Location | Dongfeng Village, Xinxu Town, Huiyang District, Huizhou City | Surrounding environment | General |
| | Transportation | Adjacent to double-line S358 Provincial Highway, which is narrow and kind of prone to traffic congestion | External supporting facilities | General |
| Land conditions | Land certificate | State-owned Land Use Certificates (Hui Yang Guo Yong (2005) No. 0600206, Hui Yang Guo Yong (2005) No. 0600207, Hui Yang Guo Yong (2005) No. 0600059, Hui Yang Guo Yong (2006) No. 0600208) | Shape | Regular polygon |
| | Area | 373,934m ² | Topography | No abnormality |
| | To the east | Vacant land | Terrain | Flat |
| | To the west | Vacant land | Geology | No abnormality |
| | To the south | Land used for Muyun Valley Project | Soil | No abnormality |
| | To the north | S358 Provincial Highway | Development degree | Five supplies (road, electricity, telecommunications, water and gas) and one leveling |

| | | |
|--------------------|----------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Entitlement | Planning conditions | – |
| | Land use term | The maturity date of the plot of 267,228m ² and the plot of 65,059m ² is 27 September 2055; the maturity date of the plot of 6,647m ² is 4 September 2056; and the maturity date of the plot of 35,000m ² is 7 March 2056 |
| | Ownership status | Independent ownership |
| | Establishment of usufructuary rights | None |
| | Establishment of security interest | None |
| | Lease or occupancy | Self-use |
| | Tax arrears | None |
| | Restrictions on rights such as seizure | None |
| | Clarity of ownership | Clear ownership |

Housing Conditions

| | | | | |
|------------------------------------------------|------------------------------|---------------------------------------------------------------------------------------------------------------------------------|--------------------------|-------------------|
| Conditions of the main factory building | Building related certificate | Property Ownership Certificate (Yue Fang Di Zheng Zi No. C5413255) | Decoration & improvement | Simple decoration |
| | Source of housing ownership | Newly built in February 2007 | Exterior wall decoration | Paint |
| | Registration date | 8 May 2008 | Interior wall decoration | – |
| | GFA (m ²) | 49,382.88 | Decoration | Steel wall |
| | Building function | Factory building | Floor decoration | Cement leveling |
| | Building structure | One layer of steel structure | Main door material | Iron door |
| | Facilities and equipment | Water and electricity equipment, lighting equipment, communication equipment, drainage equipment, fire fighting equipment, etc. | Degree of newness | 80-90% |
| | Spatial layout | Roughly rectangular | | |

| | | | | |
|------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-------------------------|
| Conditions of the office building | Building related certificate | Property Ownership Certificate (Yue Fang Di Zheng Zi No. C5413257) | Decoration & improvement | General decoration |
| | Source of housing ownership | Newly built in February 2007 | Exterior wall decoration | Mosaic tiles |
| | Registration date | 8 May 2008 | Interior wall decoration | Latex paint |
| | GFA (m ²) | 1,593.83 | Ceiling decoration | Aluminum buckle ceiling |
| | Interior GFA (m ²) | – | Kitchen and toilet decoration | Ceramic tiles |
| | Building structure | Three layers of reinforced concrete | Floor decoration | Polished ceramic tiles |
| | Facilities and equipment | Water and electricity equipment, lighting equipment, communication equipment, drainage equipment, fire fighting equipment, central air conditioning, etc. | Balcony decoration | Ceramic tiles |
| | Spatial layout | Roughly rectangular | Window material | Aluminum alloy |
| | Building function | Office building | Main door material | Anti-theft door |
| | Appearance | Ordinary office building | Degree of newness | 80-90% |

| | | | | |
|-----------------------------------------------|--------------------------------|---------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-------------------------|
| Conditions of the complex building | Building related certificate | Property Ownership Certificate (Yue Fang Di Zheng Zi No. C5413256) | Decoration & improvement | General decoration |
| | Source of housing ownership | Newly built in 2007 | Exterior wall decoration | Mosaic tiles |
| | Registration date | 8 May 2008 | Interior wall decoration | Latex paint |
| | GFA (m ²) | 1,824.13 | Ceiling decoration | Aluminum buckle ceiling |
| | Interior GFA (m ²) | – | Kitchen and toilet decoration | Ceramic tiles |
| | Building structure | Two layers of reinforced concrete | Floor decoration | Polished ceramic tiles |
| | Facilities and equipment | Water and electricity equipment, lighting equipment, communication equipment, drainage equipment, fire fighting equipment, etc. | Balcony decoration | Ceramic tiles |
| | Spatial layout | Roughly rectangular | Window material | Aluminum alloy |
| | Building function | Complex building | Main door material | Anti-theft door |
| | Appearance | Ordinary office building | Degree of newness | 80% |
| Conditions of the steel coil warehouse | Building related certificate | – | Decoration & improvement | Simple decoration |
| | Source of housing ownership | Newly built in May 2008 | Exterior wall decoration | Paint |
| | Registration date | – | Interior wall decoration | – |
| | GFA (m ²) | 4,821 | Decoration | Steel wall |
| | Building function | Warehouse | Floor decoration | Cement leveling |
| | Building structure | One layer of steel structure | Main door material | None |
| | Facilities and equipment | Water and electricity equipment, lighting equipment, drainage equipment, fire fighting equipment, etc. | Degree of newness | 80-90% |
| | Spatial layout | Roughly rectangular | | |

| | | | | |
|----------------------------------------------|--------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|-------------------|
| Conditions of the paint warehouse | Building related certificate | – | Decoration & improvement | Simple decoration |
| | Source of housing ownership | Newly built in June 2008 | Exterior wall decoration | Paint |
| | Registration date | – | Interior wall decoration | – |
| | GFA (m ²) | 4,821 | Decoration | Latex paint |
| | Building function | Warehouse | Floor decoration | Cement leveling |
| | Building structure | One layer of reinforced concrete | Main door material | None |
| | Facilities and equipment | Water and electricity equipment, lighting equipment, drainage equipment, fire fighting equipment, etc. | Degree of newness | 80% |
| | Spatial layout | Roughly rectangular | | |
| Conditions of the dormitory buildings | Building related certificate | – | Decoration & improvement | Simple decoration |
| | Source of housing ownership | Self-built | Exterior wall decoration | Mosaic tiles |
| | Registration date | – | Interior wall decoration | Latex paint |
| | GFA (m ²) | The two three-story dormitory buildings have a base area of approximately 220m ² and a GFA of approximately 680m ² | Ceiling decoration | Latex paint |
| | Interior GFA (m ²) | – | Kitchen and toilet decoration | Ceramic tiles |
| | Building structure | Reinforced concrete | Floor decoration | Cement leveling |
| | Facilities and equipment | Water and electricity equipment, lighting equipment, communication equipment, drainage equipment, etc. | Balcony decoration | Ceramic tiles |
| | Spatial layout | – | Window material | Aluminum alloy |
| | Building function | Dormitory building | Main door material | Anti-theft door |
| | Appearance | Ordinary residential building | Degree of newness | 80% |

2. Property Ownership

- 1) Land ownership status of the appraisal object: at the time of the valuation, according to the State-owned Land Use Certificate (Hui Yang Guo Yong (2005) No. 0600206, Hui Yang Guo Yong (2005) No. 0600207, Hui Yang Guo Yong (2005) No. 0600059, Hui Yang Guo Yong (2006) No. 0600208) and the Legal Opinions issued by Guangdong Chongyue Law Firm (廣東崇越律師事務所), the land ownership of the appraisal plots belongs to Hui Zhou Pacific Container Co., Ltd. and there is no dispute concerning the ownership.
- 2) Land ownership status of the appraisal object: according to the record of the Property Ownership Certificates, the current land user of the appraisal object is Hui Zhou Pacific Container Co., Ltd. and the type of land use rights is transferred state-owned land use right.
- 3) Status of the other rights of the land: at the date of the valuation, the appraisal object is not subject to any encumbrances such as mortgage, guarantee and easement right, etc.

As at the appraisal date, it is clear that the above-mentioned appraisal object is owned by Huizhou Pacific Container Co., Ltd., the subsidiary of Singamas Container Holdings Limited.

3. Market Analysis

The housing prices in Huizhou fluctuated slightly in recent years. As the development and construction level of real estate projects in Huizhou keeps rising, the quality of such real estate projects is improving, and the types of real estate products are becoming more abundant. The high-quality buildings built near rivers, lakes and mountains are scarce resources strategically pursued by real estate companies. Real estate developers have increased investments in improving the functions of residential communities, greening the environment, using new building materials and real estate marketing. The real estate products are being sought after by many buyers inside and outside the city. The strong purchasing power of the buyers from Shenzhen has greatly boosted the scale of real estate development in various districts of Huizhou.

4. Analysis on Maximum and Best Utilization

1) Analysis of legitimacy

The legitimacy principle requires real estate appraisal to be based on the legitimate rights to the appraisal object. Legitimate rights include legal ownership, legal use right, legal disposal right, etc.

The ownership of the plots being appraised is clear as the relevant State-owned Land Use Certificates and Property Ownership Certificates have been obtained.

2) Analysis on utilization premise

The principle of maximum and best utilization requires real estate appraisal to be premised on maximum and best utilization of the appraisal object. Maximum and best utilization refers to legally permissible, technically possible and economically feasible utilization based on adequate justification that can maximize the value of the appraisal object.

3) Analysis with the application of appraisal methods

Each use method that is legally permissible and technically possible is subject to an economic feasibility test. Only the use methods where the present value of revenue is greater than the present value of expenditure are economically feasible. Other use methods should be eliminated.

V. Valuation Time

The valuation time refers to a specific time when the value or price of the appraisal object is appraised. The valuation time shall be jointly determined by the appraisal client and the real estate appraisal agency according to the nature of the relevant economic activities and the principle of nearing the date of achieving the appraisal purpose. The purpose of the appraisal is to provide a reference for the appraisal client to understand the fair market value of its fixed assets at the time of the appraisal, so the valuation time is the date of field survey, i.e. 31 May 2018.

VI. Type of Value

The type of value chosen for the appraisal is market value.

Market value refers to a price at which the appraisal object, after being properly marketed, is voluntarily and fairly transacted at the valuation time by well-informed transacting parties who act cautiously and are not forced to transact.

The “appraised value” mentioned herein refers to the value or price of the appraisal object arrived at through real estate appraisal activities.

VII. Valuation Principles**1. *Principle of independence, objectivity and impartiality***

A principle requiring real estate appraisers to be neutral and arrive at an appraised value or price that is fair and reasonable for all stakeholders in a fact-based, fair and honest manner.

2. *Principle of legitimacy*

A principle requiring the appraisal result to be a value or price of the appraisal object determined according to law.

3. *Principle of valuation time*

A principle requiring the appraisal result to be a value or price of the appraisal object determined at a specific time for the appraisal purpose.

4. *Principle of substitution*

A principle requiring the difference between the appraisal result and the value or price of a property similar to the appraisal object determined under the same conditions to be within a reasonable range.

5. Principle of maximum and best utilization

A principle requiring the appraisal result to be a value or price of the appraisal object with maximum and best utilization thereof. Maximum and best utilization refers to legally permissible, technically possible and financially feasible utilization that can maximize the value of the property being appraised, including the best use, scale, grade, etc.

6. Principle of prudence

A principle requiring full consideration of the factors lowering the value or price of the appraisal object and prudent consideration of the factors pushing up the value or price of the appraisal object when determining the value or price of the appraisal object which is being affected by uncertain factors.

VIII. Basis of Appraisal**1. Relevant information provided by the appraisal client**

- (1) Results of field survey of the appraisal object and relevant photos;
- (2) State-owned Land Use Certificate (Hui Yang Guo Yong (2005) No. 0600207);
- (3) State-owned Land Use Certificate (Hui Yang Guo Yong (2006) No. 0600208);
- (4) State-owned Land Use Certificate (Hui Yang Guo Yong (2006) No. 0600059);
- (5) State-owned Land Use Certificate (Hui Yang Guo Yong (2005) No. 0600206);
- (6) Property Ownership Certificate (Yue Fang Di Zheng Zi No. C5413255);
- (7) Property Ownership Certificate (Yue Fang Di Zheng Zi No. C5413256);
- (8) Property Ownership Certificate (Yue Fang Di Zheng Zi No. C5413257);
- (9) Other information provided by the appraisal client.

2. Relevant laws and regulations

- (1) Assets Appraisal Law of the People's Republic of China (put into force on 1 December 2016);
- (2) Land Administration Law of the People's Republic of China (adopted at the 16th meeting of the Standing Committee of the 6th National People's Congress on 25 June 1986 and put into force on 1 January 1987, and amended for the second time in accordance with the Decision on Amending the Land Administration Law of the People's Republic of China passed at the 11th meeting of the Standing Committee of the 10th National People's Congress on 28 August 2004);
- (3) Urban Real Estate Management Law of the People's Republic of China (Presidential Decree No. 29 of the People's Republic of China, put into force on 1 January 1995; amended for the second time in accordance with the Decision on Amending Certain Laws passed at the 10th meeting of the Standing Committee of the 11th National People's Congress on 27 August 2009);
- (4) Code for Real Estate Appraisal (GB/T50291-2015);
- (5) Standard for Basic Terminology of Real Estate Appraisal (GB/T50899-2013);
- (6) Regulations of Guangdong Province on Real Estate Appraisal (passed at the 9th meeting of the Standing Committee of the 8th People's Congress of Guangdong Province on 6 July 1994).

3. Information on field survey and relevant information held by the appraisers

- (1) Field survey records and photos;
- (2) Latest information on Huizhou's real estate market.

IX. Appraisal Methods

1. After comprehensive consideration of the appraisal purpose, the physical and chemical status of the appraisal object, and the information provided by the appraisal client, we determined to use the cost method and comparison method for the appraisal. The final appraisal result is determined as the weighted average of the results of the two appraisal methods.
2. When using the cost method for real estate appraisal, the following steps should be taken:
 - (1) select a specific valuation path;
 - (2) calculate the replacement cost or reconstruction cost;
 - (3) calculate depreciation;
 - (4) calculate the cost value.

3. Calculation process under the cost method

- (1) calculation formula under the cost method:

$$\begin{aligned} \text{Property value} = & \text{land acquisition cost} + \text{construction cost} + \text{management expense} \\ & + \text{sales expense} + \text{investment interest} + \text{sales taxes and dues} + \\ & \text{development profit} - \text{building depreciation} \end{aligned}$$

- (2) description of parameter values

The value calculated using the cost method should be a value where the underlying property ownership and land use right are not subject to any lease, mortgage or seizure. If the rights and interests in the appraisal object are different from such value, the value calculated under the cost method should be adjusted accordingly.

4. The comparison method is to arrive at an objective and reasonable price or value of the appraisal object by comparing the appraisal object with a similar property transacted near the valuation time and making appropriate corrections and adjustments to the transaction price of such similar property.

When using the market comparison method for appraisal, the following steps should be taken:

- (1) select comparable objects and give a description of the comparable objects;
 - (2) establish a comparable price basis;
 - (3) make corrections to the transaction conditions;
 - (4) make corrections to market conditions;
 - (5) make corrections to location conditions;
 - (6) make corrections to conditions of the comparable objects;
 - (7) make corrections to rights and interests in the appraisal object;
 - (8) calculate a comparable price.
5. Calculation process under the comparison method: The comparison method is to select three or more transaction cases with similar objects and arrive at an appraised value of the appraisal object by making corrections to the transaction prices in those cases.
6. Reasons for not using other appraisal methods:

For real estate appraisal, the income method is mainly applicable to appraisal of properties with stable income. The appraised property is not used as a standard factory building for lease and it is hard to estimate the income therefrom, so this time we did not use the income method to evaluate the appraised property. Moreover, there are properties built on the appraisal object, so it is inappropriate to use the hypothetical development method for the appraisal.

X. Appraisal Results

1. Summary of appraisal results

After an appraisal conducted using the comparison method and cost method according to the valuation principles (principle of independence, objectivity and impartiality, principle of legitimacy, principle of valuation time, principle of substitution, principle of maximum and best utilization, and principle of prudence), the specific appraisal purpose, the basis of appraisal and the necessary assumptions on valuation, the total value of the appraisal object is arrived at as follows:

| No. | Appraisal object | Underlying asset | Size | Unit price (RMB/m ²) | Total value (RMB'000, rounded to the nearest hundredth) | Total value (RMB in words) |
|-----|----------------------------------------------------------|------------------|-------------------------|--------------------------------------|---------------------------------------------------------|----------------------------------------------------------------------------------------|
| 1 | Plot number Plot 06-05-320 | Land | 267,228m ² | 1,000.00 | 267,228.0 | Renminbi Two Hundred Sixty Seven Million Two Hundred Twenty Eight Thousand |
| 2 | Main factory building in the northern factory | Property | 49,382.88m ² | 1,700.00 | 83,950.9 | Renminbi Eighty Three Million Nine Hundred Fifty Thousand Nine Hundred |
| 3 | Office building in the northern factory | Property | 1,593.83m ² | 2,900.00 | 4,622.1 | Renminbi Four Million Six Hundred Twenty Two Thousand One Hundred |
| 4 | Complex building in the northern factory | Property | 1,824.13m ² | 2,260.00 | 4,122.5 | Renminbi Four Million One Hundred Twenty Two Thousand Five Hundred |
| 5 | Steel coil warehouse | Property | 4,821.00m ² | 1,600.00 | 7,713.6 | Renminbi Seven Million Seven Hundred Thirteen Thousand Six Hundred |
| 6 | Paint warehouse | Property | 658.00m ² | 1,600.00 | 1,052.8 | Renminbi One Million Fifty Two Thousand Eight Hundred |
| 7 | Other fixed assets in the northern factory | Structures | See the attachments | See the attachments (net book value) | 134,548.6 | Renminbi One Hundred Thirty Four Million Five Hundred Forty Eight Thousand Six Hundred |
| | Subtotal | | | | 503,238.5 | Renminbi Five Hundred Three Million Two Hundred Thirty Eight Thousand Five Hundred |
| 8 | Plot number Plots 06-05-321, 06-05-228, 06-09-498 | Land | 106,706m ² | 1,000.00 | 106,706.0 | Renminbi One Hundred Six Million Seven Hundred Six Thousand |
| 9 | Residential building in the southern yard | Property | 680m ² | 2,250.00 | 1,530.0 | Renminbi One Million Five Hundred Thirty Thousand |
| 10 | Other fixed assets in the southern yard | Structures | See the attachments | See the attachments (net book value) | 9,528.4 | Renminbi Nine Million Five Hundred Twenty Eight Thousand Four Hundred |
| | Subtotal: | | | | 117,764.4 | Renminbi One Hundred Seventeen Million Seven Hundred Sixty Four Thousand Four Hundred |
| | Total value of properties and other fixed assets: | | | | 621,002.9 | Renminbi Six Hundred Twenty One Million Two Thousand Nine Hundred |

2. *Type of value: market value*

Market value refers to a price at which the appraisal object, after being properly marketed, is voluntarily and fairly transacted at the valuation time by well-informed transacting parties who act cautiously and are not forced to transact.

The “appraised value” mentioned herein refers to the value or price of the appraisal object arrived at through real estate appraisal activities.

3. *Statements on the use of appraisal report*

- (1) Without our consent, this report shall not be provided to any third-party companies or individuals other than the department responsible for reviewing this report, nor shall all or part of the content herein be published in any public media. Meanwhile, we undertake not to provide the appraisal report to any unrelated companies or individuals without the permission of the appraisal client.
- (2) The appraisal results determined herein constitute a formal report and are valid for one year from the date of issuance of this report. If there is any major change in real estate market prices within the validity period, the appraisal results should be adjusted accordingly.

XI. Certified Real Estate Appraisers**Certified real estate appraisers involved in the appraisal**

| Name | Registered number | Seal/signature | Signature date |
|-------------------------------|--------------------------|-----------------------|-----------------------|
| Lai Baozhen ^{Note 1} | 4420070102 | | 31 May 2018 |
| Mu Zhu ^{Note 2} | 5220070014 | | 31 May 2018 |

XII. Field Survey Period

The period of field survey of the appraisal object is from 21 May 2018 to 31 May 2018.

XIII. Appraisal Period

The appraisal period is from 20 May 2018 to 31 May 2018.

Notes:

1. Lai Baozhen is a qualified real estate valuer registered with the MOHU with more than 17 years experiences in real estate valuation in the PRC, has sufficient current knowledge of the market, and the skills and understanding to undertake the valuation competently.
2. Mu Zhu is a qualified real estate valuer registered with the MOHU with more than 15 years experiences in real estate valuation in the PRC, has sufficient current knowledge of the market, and the skills and understanding to undertake the valuation competently.

APPENDIX – LIST OF OTHER ASSETS

| No. | Type of Assets in the Northern Factory | Original Value of Assets (RMB) | Net Value as at the End of May (RMB) |
|-----|----------------------------------------------------------|--------------------------------------|--------------------------------------------|
| 1. | A: Housing Equipment 001 Productive | 79,719,830.04 | 55,530,421.84 |
| 2. | A: Housing Equipment 002 Non-productive | 771,692.32 | 534,160.37 |
| 3. | B: Mechanical Equipment 901 Sanding Equipment | 19,613,790.35 | 8,884,396.30 |
| 4. | B: Mechanical Equipment 902 Stamping Equipment | 19,593,335.54 | 7,680,229.92 |
| 5. | B: Mechanical Equipment 903 Stamping Die | 2,844,216.89 | 1,072,345.73 |
| 6. | B: Mechanical Equipment 904 A Production Line | 41,460,991.72 | 19,021,684.78 |
| 7. | B: Mechanical Equipment 905 Power Distribution System | 19,419,992.25 | 6,686,344.84 |
| 8. | B: Mechanical Equipment 906 Welders | 8,555,691.82 | 3,928,251.18 |
| 9. | B: Mechanical Equipment 907 Auxiliary Equipment | 35,372,922.36 | 20,326,822.23 |
| 10. | B: Mechanical Equipment 908 Crane | 5,186,756.81 | 2,162,858.79 |
| 11. | B: Mechanical Equipment 909 Machining | 638,348.50 | 238,626.01 |
| 12. | B: Mechanical Equipment 910 Gas Supply System | 8,538,738.99 | 3,083,123.86 |
| 13. | B: Mechanical Equipment 911 Motor Vehicle | 11,305,108.77 | 3,798,437.25 |
| 14. | C: Transportation Equipment 001 Car | 2,367,055.42 | 554,697.11 |
| 15. | D: Electronic Equipment 001 Server | 112,040.72 | 20,026.45 |
| 16. | D: Electronic Equipment 002 Computer | 596,725.93 | 99,339.62 |
| 17. | D: Electronic Equipment 003 Printer | 27,051.69 | 2,035.43 |
| 18. | D: Electronic Equipment 006 Office Furniture | 262,067.00 | 13,103.35 |
| 19. | D: Electronic Equipment 010 Digital Camera | 26,776.00 | 1,364.41 |
| 20. | D: Electronic Equipment 011 Refrigerator | 9,786.45 | 2,218.40 |
| 21. | D: Electronic Equipment 012 Water Dispenser | 222,466.76 | 11,123.35 |
| 22. | D: Electronic Equipment 013 Scanner | 21,416.23 | 1,762.60 |
| 23. | D: Electronic Equipment 014 Air Conditioner | 393,610.17 | 172,773.53 |
| 24. | D: Electronic Equipment 015 TV Set | 7,972.78 | 4,660.42 |
| 25. | D: Electronic Equipment 099 Others | <u>2,327,737.43</u> | <u>717,781.01</u> |
| | Total | <u>259,396,100</u> | <u>134,548,600</u> |

| No. | Type of Assets in the Southern Yard | Original Value of Assets (RMB) | Net Value as at the End of May (RMB) |
|-----|----------------------------------------------------|--------------------------------------|--------------------------------------------|
| 1. | A: Housing Equipment 001 Productive | 834,151.00 | 575,564.09 |
| 2. | A: Housing Equipment 002 Non-productive | 10,293,314.70 | 8,750,967.76 |
| 3. | B: Mechanical Equipment 907 Auxiliary Equipment | 255,487.18 | 201,834.90 |
| | Total | <u>11,383,000</u> | <u>9,528,400</u> |

1) RESPONSIBILITY STATEMENT

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

2) DISCLOSURE OF DIRECTORS' INTERESTS

As at the Latest Practicable Date, the interests or short positions of the Directors in the Shares, underlying Shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such Director is taken or deemed to have under such provisions of the SFO); or which (b) were required pursuant to Section 352 of the SFO to be entered into the register maintained by the Company; or which (c) were required, pursuant to Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

(a) Ordinary Shares of the Company

| Name | Capacity | Number of Shares/ Underlying Shares Held | | | Total Interest | Percentage of Issued Shares |
|-----------------------------------------|------------------|---------------------------------------------|-----------------------|-------|-------------------|-----------------------------------|
| | | Personal Interest | Corporate Interest | Other | | |
| Mr. Teo Siang Seng (Note 1) | Beneficial Owner | 44,045,250 | – | – | 44,045,250 | 1.82 |
| Mr. Chan Kwok Leung (Note 2) | Beneficial Owner | 719,250 | – | – | 719,250 | 0.03 |
| Mr. Teo Tiou Seng (Note 3) | Beneficial Owner | 276,780 | – | – | 276,780 | 0.01 |
| Ms. Chung Pui King, Rebecca (Note 4) | Beneficial Owner | 278,625 | – | – | 278,625 | 0.01 |
| Mr. Kuan Kim Kin (Note 5) | Beneficial Owner | 172,780 | – | – | 172,780 | 0.01 |
| Mr. Tan Chor Kee (Note 6) | Spouse Interest | – | – | 6,000 | 6,000 | 0.00 |
| Mr. Yang, Victor (Note 7) | Beneficial Owner | 120,000 | – | – | 120,000 | 0.00 |

Notes:

- (1) The personal interest of Mr. Teo Siong Seng represents the interest in 42,377,250 Shares and interest in 1,668,000 underlying Shares in respect of the share options granted by the Company, the details of which are stated in the following section “Share Options”.
- (2) The personal interest of Mr. Chan Kwok Leung represents the interest in 719,250 underlying Shares in respect of the share options granted by the Company, the details of which are stated in the following section “Share Options”.
- (3) The personal interest of Mr. Teo Tiou Seng represents the interest in 196,780 Shares and interest in 80,000 underlying Shares in respect of the share options granted by the Company, the details of which are stated in the following section “Share Options”.
- (4) The personal interest of Ms. Chung Pui, King, Rebecca represents the interest in 195,291 Shares and interest in 83,334 underlying Shares in respect of the share options granted by the Company, the details of which are stated in the following section “Share Options”.
- (5) The personal interest of Mr. Kuan Kim Kin represents the interest in 172,780 underlying Shares in respect of the share options granted by the Company, the details of which are stated in the following section “Share Options”.
- (6) Ms. Lee Tew Guan, spouse of Mr. Tan Chor Kee held 6,000 Shares. Mr. Tan Chor Kee is deemed to be interested in 6,000 Shares held by Ms. Lee Tew Guan.
- (7) The personal interest of Mr. Yang, Victor represents the interest in 120,000 underlying Shares in respect of the share options granted by the Company, the details of which are stated in the following section “Share Options”.

All the interest disclosed above represents long position in the Shares and underlying Shares.

(b) Share Options

Details of outstanding options for the underlying shares of the Company as at the Latest Practicable Date which have been granted under the share option scheme adopted by the Company on 1 June 2007 (“Share Option Scheme”) are as follows:

| Name/ Category of Participants | As at Latest 1 January 2018 | Number of Share Options | | | Outstanding options as at the Latest Practicable Date | Grant Date | Exercisable Period (Notes a & b) | Exercise Price HK\$ |
|--------------------------------------|-----------------------------------|-------------------------|-----------|----------|----------------------------------------------------------------------|------------|-------------------------------------|---------------------------|
| | | Granted | Exercised | Lapsed | | | | |
| Directors | | | | | | | | |
| Mr. Teo Siang Seng | 1,333 | - | - | - | 1,333 | 1/7/2010 | 1/7/2011-30/6/2020 | 1.38 |
| | 833,333 | - | - | - | 833,333 | 1/7/2010 | 1/7/2012-30/6/2020 | 1.38 |
| | <u>833,334</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>833,334</u> | 1/7/2010 | 1/7/2013-30/6/2020 | 1.38 |
| | <u>1,668,000</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>1,668,000</u> | | | |
| Mr. Chan Kwok Leung | 750 | - | - | - | 750 | 6/8/2008 | 6/8/2009-5/8/2018 | 1.48 |
| | 750 | - | - | - | 750 | 6/8/2008 | 6/8/2010-5/8/2018 | 1.48 |
| | 217,750 | - | - | - | 217,750 | 6/8/2008 | 6/8/2011-5/8/2018 | 1.48 |
| | 166,666 | - | - | - | 166,666 | 1/7/2010 | 1/7/2011-30/6/2020 | 1.38 |
| | 166,667 | - | - | - | 166,667 | 1/7/2010 | 1/7/2012-30/6/2020 | 1.38 |
| | <u>166,667</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>166,667</u> | 1/7/2010 | 1/7/2013-30/6/2020 | 1.38 |
| | <u>719,250</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>719,250</u> | | | |
| Mr. Teo Tiou Seng | 40,000 | - | - | - | 40,000 | 1/7/2010 | 1/7/2012-30/6/2020 | 1.38 |
| | <u>40,000</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>40,000</u> | 1/7/2010 | 1/7/2013-30/6/2020 | 1.38 |
| | <u>80,000</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>80,000</u> | | | |
| Ms. Chung Pui King, Rebecca | 1 | - | - | - | 1 | 1/7/2010 | 1/7/2012-30/6/2020 | 1.38 |
| | <u>83,333</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>83,333</u> | 1/7/2010 | 1/7/2013-30/6/2020 | 1.38 |
| | <u>83,334</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>83,334</u> | | | |
| Mr. Kuan Kim Kin | 260 | - | - | - | 260 | 6/8/2008 | 6/8/2009-5/8/2018 | 1.48 |
| | 260 | - | - | - | 260 | 6/8/2008 | 6/8/2010-5/8/2018 | 1.48 |
| | 52,260 | - | - | - | 52,260 | 6/8/2008 | 6/8/2011-5/8/2018 | 1.48 |
| | 40,000 | - | - | - | 40,000 | 1/7/2010 | 1/7/2011-30/6/2020 | 1.38 |
| | 40,000 | - | - | - | 40,000 | 1/7/2010 | 1/7/2012-30/6/2020 | 1.38 |
| | <u>40,000</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>40,000</u> | 1/7/2010 | 1/7/2013-30/6/2020 | 1.38 |
| | <u>172,780</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>172,780</u> | | | |
| Mr. Yang, Victor | 40,000 | - | - | - | 40,000 | 1/7/2010 | 1/7/2011-30/6/2020 | 1.38 |
| | 40,000 | - | - | - | 40,000 | 1/7/2010 | 1/7/2012-30/6/2020 | 1.38 |
| | <u>40,000</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>40,000</u> | 1/7/2010 | 1/7/2013-30/6/2020 | 1.38 |
| | <u>120,000</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>120,000</u> | | | |
| Sub-total | <u>2,843,364</u> | <u>-</u> | <u>-</u> | <u>-</u> | <u>2,843,364</u> | | | |

| Name/ Category of Participants | As at Latest | | Outstanding options as at the Latest Practicable Date | | | Grant Date | Exercisable Period (Notes a & b) | Exercise Price HK\$ |
|--------------------------------------|-------------------|------------------------------------|----------------------------------------------------------------------|-----------------|------------------|------------|-------------------------------------|---------------------------|
| | 1 January 2018 | Number of Share Options Granted | Exercised | Lapsed | | | | |
| Employees in aggregate (Note c) | 147,925 | - | - | (780) | 147,145 | 6/8/2008 | 6/8/2011-5/8/2018 | 1.48 |
| | 84,668 | - | - | - | 84,668 | 1/7/2010 | 1/7/2011-30/6/2020 | 1.38 |
| | 136,667 | - | - | (40,000) | 96,667 | 1/7/2010 | 1/7/2012-30/6/2020 | 1.38 |
| | <u>136,665</u> | - | - | <u>(40,000)</u> | <u>96,665</u> | 1/7/2010 | 1/7/2013-30/6/2020 | 1.38 |
| Sub-total | <u>505,925</u> | - | - | <u>(80,780)</u> | <u>425,145</u> | | | |
| All other employees in aggregate | 118,954 | - | - | (420) | 118,534 | 6/8/2008 | 6/8/2009-5/8/2018 | 1.48 |
| | 118,953 | - | - | (420) | 118,533 | 6/8/2008 | 6/8/2010-5/8/2018 | 1.48 |
| | <u>202,953</u> | - | - | <u>(17,420)</u> | <u>185,533</u> | 6/8/2008 | 6/8/2011-5/8/2018 | 1.48 |
| Sub-total | <u>440,860</u> | - | - | <u>(18,260)</u> | <u>422,600</u> | | | |
| Total | <u>3,790,149</u> | - | - | <u>(99,040)</u> | <u>3,691,109</u> | | | |

Notes:

- (a) The share options with the exercise price of HK\$1.48 are vested and exercisable in three tranches on 6 August 2009, 2010 and 2011 respectively and up to 5 August 2018.
- (b) The share options with the exercise price of HK\$1.38 are vested and exercisable in three tranches on 1 July 2011, 2012 and 2013 respectively and up to 30 June 2020.
- (c) Employees are working under employment contracts that are regarded as “continuous contracts” for the purposes of the Employment Ordinance.

Save as disclosed above, as at the Latest Practicable Date, none of Directors, nor their associates, had any other interests or short positions in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such Director or chief executive is taken or deemed to have under such provisions of the SFO); or which (b) were required pursuant to Section 352 of the SFO to be entered into the register maintained by the Company; or which (c) were required, pursuant to the Model Code contained in the Listing Rules, to be notified to the Company or the Stock Exchange and none of the Directors, nor their spouse or children under the age of 18, had any right to subscribe for securities of the Company, or had exercised any such right since 31 December 2017 (being the date of the Company's latest published audited accounts).

As at the Latest Practicable Date, none of the Directors or the chief executive of the Company and their respective associates had any interest in a business which competes or may compete, either directly or indirectly, with the businesses of the Group pursuant to Rule 8.10 of the Listing Rules.

There was no contract or arrangement subsisting at the Latest Practicable Date, in which any of the Directors was materially interested and which is significant in relation to the businesses of the Group.

Save as disclosed herein, none of the Directors, directly or indirectly, has had any interest in any assets which had been, since 31 December 2017 (being the date to which the latest published audited financial statements of the Company were made up) acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

3) DISCLOSURE OF SUBSTANTIAL SHAREHOLDERS' INTEREST

- (a) As at the Latest Practicable Date, according to the register kept by the Company pursuant to Section 336 of the SFO, and so far as was known to any Director or chief executive of the Company, the following persons (other than the interests of certain Directors disclosed under the section headed "Disclosure of Directors' Interests" above), had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO:

| Name | Notes | Number of Ordinary Shares of | | Percentage of Total Issued Shares |
|----------------------------------------------------------|-------|---------------------------------|------------------------------|-----------------------------------------|
| | | Direct Interest | Indirect Interest | |
| Mr. Chang Yun Chung | (1) | 493,291 (L) [#] | 993,825,345 (L) [#] | 41.14 |
| Madam Lee Kheng Wah | (2) | – | 994,318,636 (L) [#] | 41.14 |
| Pacific International Lines (Private) Limited ("PIL") | (1) | 993,825,345 (L) [#] | – | 41.12 |
| PIL Holdings Pte. Ltd. | (1) | – | 993,825,345 (L) [#] | 41.12 |
| Y.C. Chang & Sons Private Limited | (3) | – | 993,825,345 (L) [#] | 41.12 |
| Madison Pacific Trust Limited | (4) | – | 993,825,345 (L) [#] | 41.12 |
| Hyder Ahmad | (5) | – | 438,452,359 (L) [#] | 18.14 |
| Broad Peak Investment Management Ltd | (5) | – | 438,452,359 (L) [#] | 18.14 |
| Broad Peak Master Fund II Ltd | (5) | 438,452,359 (L) [#] | – | 18.14 |
| Temasek Holdings (Private) Limited | (6) | – | 496,912,673 (L) [#] | 20.56 |

(L)[#] – Long Position

Notes:

- (1) A total of 993,825,345 Shares are directly held by PIL. PIL is 100% owned by PIL Holdings Pte. Ltd. and Mr. Chang Yun Chung is interested, in aggregate, in 496,800,000 shares representing 89.61% of the issued share capital of PIL Holdings Pte. Ltd.. Mr. Chang Yun Chung's interest in shares of PIL Holdings Pte. Ltd. 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 2.02% of the issued share capital and 242,025,000 shares through Y.C. Chang & Sons Private Limited, a company in which he holds 5.71% of the issued share capital. Messrs. Teo Siong Seng and Teo Tiou Seng, Directors, both of their interests in shares of PIL Holdings Pte. Ltd. comprise personal interests in 3,600,000 shares and 2,400,000 shares respectively and representing 0.65% and 0.43% of the issued share capital of PIL Holdings Pte. Ltd..
- (2) Madam Lee Kheng Wah, as the spouse of Mr. Chang Yun Chung, is deemed to be interested in these Shares.
- (3) PIL is a wholly-owned subsidiary of PIL Holdings Pte. Ltd. in which Y.C. Chang & Sons Private Limited holds more than one-third of interests in PIL Holdings Pte. Ltd.. Accordingly, Y.C. Chang & Sons Private Limited indirectly controls one-third or more of the voting rights in the shareholders' meeting of PIL, in accordance with SFO, Y.C. Chang & Sons Private Limited is deemed to be interested in PIL's interests in the Company's issued shares.
- (4) Madison Pacific Trust Limited is the security agent of the shares pledged by PIL in favour of the third party lenders as security.
- (5) Broad Peak Master Fund II Ltd is the lender of record which has direct interest on the shares pledged by PIL, Broad Peak Investment Management Ltd is the investment manager of Broad Peak Master Fund II Ltd and has discretionary authority in its investment decisions and deemed to be interested in these shares. Hyder Ahmad is the ultimate controlling shareholder of Broad Peak Investment Management Ltd.
- (6) Temasek Holdings (Private) Limited is the indirect sole shareholder of SeaTown Lionfish Pte. Ltd ("SeaTown"). SeaTown is the lender of record and has direct interest on the shares pledged by PIL.

Save as disclosed above, as at the Latest Practicable Date, there was no other person known to the Directors or chief executive of the Company, other than the Directors or chief executive of the Company, who had an interest or a short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

4) SERVICE CONTRACT

As at the Latest Practicable Date, no Directors or proposed directors had any existing service contract or proposed service contract with the Company or any of its subsidiaries which is not terminable by the Company within one year without payment of compensation (other than statutory compensation).

5) MATERIAL ADVERSE CHANGE

Save as disclosed in the Company's announcement dated 20 July 2018, the Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2017 (being the date to which the latest published financial statements of the Company have been made up) and up to the Latest Practicable Date.

6) LITIGATION

As at the Latest Practicable Date, none of the members of the Group is engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened by or against any member of the Group.

7) DIRECTORS' INTEREST IN COMPETING BUSINESS

As at the Latest Practicable Date, so far as the Directors were aware, none of the Directors or their respective associates had any interest in a business which competed or might compete with the business of the Group, or had or might have any other conflicts of interest with the Group pursuant to Rule 8.10 of the Listing Rules.

8) DIRECTORS' INTERESTS IN CONTRACTS

As at the Latest Practicable Date:

- (a) none of the Directors had any interest, direct or indirect, in any assets which had been acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2017. Being the date to which the latest published audited accounts of the Company were made up; and
- (b) none of the Directors was materially interested in any contract or arrangement entered into by any member of the Group which was subsisting as at the Latest Practicable Date and was significant in relation to the business of the Group, save for Messrs. Teo Siong Seng, Teo Tiou Seng, Kuan Kim Kin and Tan Chor Kee in respect of the continuing connected transactions regarding (i) a tenancy agreement between a subsidiary of the Company and an associate of Pacific International Lines (Private) Limited ("PIL") (being the Company's controlling shareholder) as disclosed in the Company's announcement dated 29 December 2017; (ii) a master purchase agreement between the Company and PIL as disclosed in the Company's announcement dated 30 October 2017 and circular dated 17 November 2017 and (iii) a master service contract between the Company and PIL as disclosed in the Company's announcement dated 14 December 2016 and supplemental announcement dated 23 December 2016.

9) EXPERT AND CONSENT

The following is the name and qualification of the expert who have given opinion or advice contained in this circular

| Name | Qualification |
|-----------------------------------------------------------------------------------------------|-----------------------------|
| Huizhou Guangxin Land & Real Estate Appraisals Consultancy Co., Ltd.* (惠州市廣信土地房地產評估諮詢有限公司) | Independent Property Valuer |
| Guangdong Chongyue Law Firm* (廣東崇越律師事務所) | PRC legal adviser |

Each of the above experts has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its report or letter (as the case may be) and references to its name in the form and context in which they respectively appear.

As at the Latest Practicable Date, each of the above experts was not interested in any shares in the Company or any member of the Group, no did it have any right or option (whether legally enforceable or not) to subscribe for or nominate persons to subscribe for any shares in the Company or any member of the Group.

As at the Latest Practicable Date, each of the above experts had no interest, direct or indirect, in any assets which have been, since 31 December 2017 (being the date to which the latest published audited accounts of the Group was made up), acquired or disposed by or leased to any member of the Group, or are proposed to be acquired or disposed by or leased to any member of the Group.

10) MATERIAL CONTRACTS

The following contracts (not being contracts in the ordinary course of business carried on or intended to be carried on by the Group) have been entered into by members of the Group within the two years immediately preceding the date of the Disposal Agreement and up to the Latest Practicable Date which are or may be material:

- (a) the joint venture agreement dated 27 March 2017 entered into between the Company and Apollo Logisolutions Limited in relation to establish a liquid tank logistic operation in India;

- (b) the land transfer agreement dated 4 May 2017 entered into between the Target Company and Huizhou Huijing Real Estate Development Co., Ltd* (惠州市匯景豐房地產開發有限公司) pursuant to which the Target Company agreed to sell three parcels of land with a total site area of 106,706 square metres in Huiyang, Huizhou City;
- (c) the land transfer agreement dated 4 May 2017 entered into between the Target Company and Huizhou Hefa Industrial Co., Ltd* (惠州市禾發實業有限公司) in which the Target Company agreed to purchase a parcel of land with a total area of 306,999 square meters in Huiyang, Huizhou City;
- (d) the share transfer agreement dated 19 September 2017 entered into between the Company, Mitsubishi Corporation and Mitsubishi Corporation (Hong Kong) Limited in respect of the acquisition of 7% and 2% equity interests in Hui Zhou Pacific Container Co., Ltd from Mitsubishi Corporation and Mitsubishi Corporation (Hong Kong) Limited, respectively; and
- (e) the Agreement.

11) MISCELLANEOUS

- (a) The registered office of the Company is at 19th Floor, Rykadan Capital Tower, 135 Hoi Bun Road, Kowloon, Hong Kong.
- (b) The share registrar of the Company is Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (c) The secretary and the qualified accountant of the Company is Ms. Chung Pui King, Rebecca, who is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants.
- (d) In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.

12) DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during business hours at the registered office of the Company at 19th Floor, Rykadan Capital Tower, 135 Hoi Bun Road, Kowloon, Hong Kong from the date of this circular up to and including 13 August 2018:

- (a) the memorandum of association of the Company;
- (b) the annual reports of the Company for the three years ended 31 December 2015, 2016 and 2017;
- (c) the material contracts disclosed in the paragraph under the heading “Material Contracts” in this appendix to this circular;
- (d) property valuation report prepared by Guangxin Appraisals, the text of which is set out in Appendix II in this circular; and
- (e) this circular.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 an extraordinary general meeting of Singamas Container Holdings Limited (the “Company”) will be held at 24/F, Admiralty Centre 1, 18 Harcourt Road, Hong Kong on Wednesday, 22 August 2018 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. **“THAT**

- (A) the agreement dated 3 July 2018 (the “Agreement”) entered into between the Company (the “Vendor”), and Hui Zhou Pacific Container Co., Ltd. and Huizhou Shunjingyuan Industrial Co., Ltd. (惠州市順景源實業有限公司)(the “Purchaser”), pursuant to which the Purchaser agreed to purchase, and the Company agreed to sell, the Sale Interest at a consideration of RMB735,000,000 in cash and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (B) any director of the Company be and is hereby authorised, confirmed and ratified as he considers necessary or desirable, to execute for and on behalf of the Company all other documents, instruments, notices or agreements to be incidental to, or ancillary to or in connection with the matters contemplated in the Agreement and, to do all such other acts, matters or things for and on behalf of the Company, as may deem necessary or desirable to perfect, give effect to or implement any terms of the transactions.”

Hong Kong, 27 July 2018

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

Registered office:

19th Floor,
Rykadan Capital Tower,
135 Hoi Bun Road,
Kowloon, 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 form of proxy 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 form of proxy, 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 before the time for holding the meeting or adjourned meeting.
3. For the purpose of ascertaining shareholders' entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 17 August 2018 to Wednesday, 22 August 2018, 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, 16 August 2018. The shareholders whose names appear on the register of members of the Company on Wednesday, 22 August 2018, the record date of the meeting, will be entitled to attend and vote at the meeting.