



S&P INTERNATIONAL HOLDING LIMITED

椰豐集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1695)

(hereafter the “**Company**”)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON OTHER THAN A RETIRING DIRECTOR FOR ELECTION AS A DIRECTOR

- If a shareholder of the Company (the “**Shareholder**”) wishes to propose a person other than a director of the Company (the “**Director**”) for election as a Director, the Shareholder must deposit a written notice (the “**Notice**”) to the branch share registrar of the Company, Computershare Investor Services Limited (“**Share Registrar**”), at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for the attention of the joint company secretaries of the Company (the “**Joint Company Secretaries**”).
- The Notice must state clearly the name, the contact information of the Shareholder and his/her/their shareholding, the full name of the person proposed for election as a Director, including the person’s biographical details as required by Rule 13.51(2) of the Rules Governing the listing of Securities on The Stock Exchange of Hong Kong Limited, and signed by the Shareholder concerned (other than the person to be proposed). The Notice must also be accompanied by a letter of consent (the “**Letter**”) signed by the person proposed to be elected on his/her willingness to be elected as a Director.
- The period for lodgment of the Notice and the Letter will commence no earlier than the day after the despatch of the notice by the Company of the general meeting appointed for election of Directors and end no later than seven (7) days prior to the date of such general meeting and the minimum length of the period during which the Notice to the Company may be given will be at least seven (7) days.
- The Notice will be verified with the Share Registrar and upon their confirmation that the request is proper and in order, the Joint Company Secretaries will ask the nomination committee of the Company and the board of directors of the Company to consider to include the resolution in the agenda for the general meeting proposing such person to be elected as a Director.

Date: 8 June 2017