



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**”)

NOMINATION POLICY (the “Policy”)

(Adopted by the Company by resolution of

*the board of directors of the Company (the “**Board**”) on 29 March 2019)*

1 PURPOSE

- 1.1 This Policy aims to set out the approach to guide the nomination committee of the Board (the “**Nomination Committee**”) in relation to the selection, appointment and re-appointment of the directors of the Company (the “**Directors**”).
- 1.2 This Policy also aims to ensure that the Board has a balance of skills, experience, knowledge and diversity of perspectives appropriate to the requirements of the Company’s business.

2 CRITERIA

- 2.1 The Nomination Committee will evaluate, select and recommend candidate(s) for directorships to the Board by giving due consideration to the criteria, including but not limited to the following (collectively, the “**Criteria**”):
 - (a) Diversity in the aspects, amongst others, of gender, age, cultural and educational background, professional experience, skills, knowledge and length of service;
 - (b) Commitment for responsibilities of the Board in respect of available time and relevant interest;
 - (c) Qualifications, both academic and professional, including accomplishment and experience in the relevant industries in which the Company’s business is involved;
 - (d) Independence;
 - (e) Reputation for integrity;
 - (f) Potential contributions that the individual can bring to the Board; and

- (g) Plan(s) in place for the orderly succession of the Board.
- 2.2 The Nomination Committee will evaluate and recommend retiring Director(s) to the Board for re-appointment by giving due consideration to the criteria, including but not limited to:
- (a) The overall contribution and service of the retiring Director(s) to the Company, including but not limited to the attendance of the meetings of the Board and/or its committees and general meetings of the Company where applicable, in addition to the level of participation and performance on the Board and/or its committees; and
 - (b) Whether the retiring Director(s) continue(s) to satisfy the Criteria.
- 2.3 The Nomination Committee will evaluate and recommend candidate(s) for the position(s) of the independent non-executive Directors by giving due consideration to the factors including but not limited to those set out in Rules 3.10(2) and 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**” and the “**Listing Rules**”, respectively), subject to any amendments as may be made from time to time, in addition to the Criteria.

3 PROCEDURES AND PROCESS FOR NOMINATION OF DIRECTORS

- 3.1 The Nomination Committee will recommend to the Board for the appointment of a Director in accordance with the following procedures and process:
- (a) The Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;
 - (b) The Nomination Committee may consult any source it considers appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from a third party agency firm and proposals from shareholders of the Company with due consideration given to the Criteria;
 - (c) The Nomination Committee may adopt any process it considers appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third party reference checks;
 - (d) The Nomination Committee will consider a broad range of candidates who are in and outside of the Board’s circle of contacts;
 - (e) Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;

- (f) The Nomination Committee will provide the relevant information of the selected candidate to the remuneration committee of the Board (the “**Remuneration Committee**”) for consideration of the remuneration package of such selected candidate;
- (g) The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment, and where a non-executive Director is considered, the Remuneration Committee will make the recommendation to the Board on the proposed remuneration package;
- (h) The Board may arrange for the selected candidate to be interviewed by the members of the Board who are not members of the Nomination Committee and the Board will thereafter deliberate and decide the appointment as the case may be; and
- (i) All appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director (or any other similar filings requiring the relevant Director to acknowledge or accept the appointment as Director, as the case may be) to be filed with the relevant regulatory authorities, if required.

4 RESPONSIBILITY

- 4.1 The Board will be ultimately responsible for the selection, appointment and re-appointment of Directors.

5 MONITORING AND REPORTING

- 5.1 The Nomination Committee will assess and report annually, in the corporate governance report of the annual report of the Company (the “**CG Report**”), on the composition of the Board, and launch a formal process to monitor the implementation of this Policy as appropriate.

6 REVIEW OF THIS POLICY

- 6.1 The Nomination Committee will launch a formal process to review, amend and modify this Policy periodically to ensure that it is transparent and fair, remains relevant to the Company’s needs and reflects the current regulatory requirements and good corporate governance practice. The Nomination Committee will discuss any revisions that may be required, and recommend any such amendments and modifications to the Board for consideration and approval.

7 DISCLOSURE OF THIS POLICY

- 7.1 If required by the Listing Rules and other applicable laws, codes and regulations,
- (a) this Policy will be published on the respective's websites of the Stock Exchange and the Company; and
 - (b) a summary of this Policy together with the measurable objectives set for implementing this Policy, and the progress made towards achieving those objectives will be disclosed in the CG Report.