

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



S&P INTERNATIONAL HOLDING LIMITED

椰豐集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1695)

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 29 MAY 2023; AND (2) CHANGES OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBERS OF BOARD COMMITTEES

POLL RESULTS OF 2023 AGM

References are made to the circular of the Company dated 20 April 2023 (the “**Circular**”) and the notice of the annual general meeting of the Company of the same date (the “**AGM Notice**”). Capitalised terms used herein shall have the same respective meanings as defined in the Circular unless otherwise specified.

The Board of S&P International Holding Limited is pleased to announce that all the proposed ordinary resolutions and special resolution (collectively, the “**Proposed Resolutions**”) as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the 2023 AGM. All Directors attended the 2023 AGM in person or by electronic means.

As at the date of the 2023 AGM, there were 1,080,000,000 issued Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2023 AGM. There were no Shares entitling the Shareholders to attend but abstain from voting in favour of the Proposed Resolutions at the 2023 AGM as set out in Rule 13.40 of the Listing Rules.

None of the Shareholders was required under the Listing Rules to abstain from voting on the Proposed Resolutions at the 2023 AGM. None of the Shareholders has stated in the Circular his/her/its intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2023 AGM.

Boardroom Share Registrars (HK) Limited, the Hong Kong branch share registrar of the Company, was appointed and acted as the scrutineer for the vote-taking at the 2023 AGM.

The poll results in respect of all the Proposed Resolutions put to the vote of the 2023 AGM are set out as follows:

Ordinary Resolutions		Number of Votes (%) ^(Note 2)	
		For	Against
1.	To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditors of the Company for the year ended 31 December 2022.	810,000,000 (100.00%)	0 (0.00%)
2.	(a) To re-elect Mr. Lee Sieng Poon as an executive Director.	810,000,000 (100.00%)	0 (0.00%)
	(b) To re-elect Mr. Yap Boon Teong as an executive Director.	810,000,000 (100.00%)	0 (0.00%)
	(c) To appoint Mr. Eng Hup Tat as an independent non-executive Director (the “INED”).	810,000,000 (100.00%)	0 (0.00%)
3.	To authorise the Board to fix the remuneration of the Directors for the year ending 31 December 2023.	810,000,000 (100.00%)	0 (0.00%)
4.	To re-appoint Mazars PLT as the independent auditors of the Company and authorise the Board to fix its remuneration.	810,000,000 (100.00%)	0 (0.00%)
5.	To grant a general and an unconditional mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of the issued Shares as at the date of the passing of this resolution. ^(Note 1)	810,000,000 (100.00%)	0 (0.00%)
6.	To grant a general and an unconditional mandate to the Directors to repurchase Shares not exceeding 10% of the total number of the issued Shares as at the date of the passing of this resolution. ^(Note 1)	810,000,000 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%) ^(Note 2)	
		For	Against
7.	To extend the general and unconditional mandate granted to all the Directors to allot, issue and deal with additional Shares under resolution no. 5 to include the number of the Shares repurchased pursuant to the general and unconditional mandate to repurchase Shares under resolution no. 6 above. <i>(Note 1)</i>	810,000,000 (100.00%)	0 (0.00%)
Special Resolution		Number of Votes (%) ^(Note 2)	
		For	Against
8.	To approve the proposed amendments to the existing amended and restated memorandum and articles of association of the Company and to adopt the second amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company. <i>(Note 1)</i>	810,000,000 (100.00%)	0 (0.00%)

Notes:

- For the full text of the Proposed Resolutions, please refer to the AGM Notice as contained in the Circular.*
- The number of votes and the percentage of the total votes as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the 2023 AGM in person, by authorised representative or by proxy.*

As more than 50% of the votes were cast in favour of each of the Proposed Resolutions numbered 1 to 7, all of them were duly passed as ordinary resolutions of the Company.

As not less than three-fourths of the votes were cast in favour of the Proposed Resolution numbered 8, the said Proposed Resolution was duly passed as a special resolution of the Company.

CHANGES OF INED AND MEMBERS OF BOARD COMMITTEES

Reference is made to the announcement of the Company dated 20 April 2023, in relation to, among others, the retirement and proposed appointment of INED, chairman of the Remuneration Committee as well as member of each of the Audit Committee and Nomination Committee, the Board is pleased to announce that the changes take effect upon the conclusion of the 2023 AGM.

The Board would like to take this opportunity to express its warm welcome to Mr. Eng Hup Tat (“**Mr. Eng**”) on his joining of the Board and extend its sincere gratitude to Mr. Lim Sey Hock for his valuable contributions to the Company during his tenure of office. Biographical details of Mr. Eng are set out in the Circular. As at the date of the 2023 AGM, there has been no change in such information.

For and on behalf of
S&P International Holding Limited
Tang Koon Fook
Chairman and Executive Director

Hong Kong, 29 May 2023

As at the date of this announcement, the Board comprises seven Directors, including four executive Directors, namely Mr. Tang Koon Fook (Chairman), Mr. Lee Sieng Poon, Mr. Yap Boon Teong and Ms. Wong Yuen Lee; and three independent non-executive Directors, namely Mr. Lee King Fui, Mr. Eng Hup Tat and Dato’ Mohd Ibrahim Bin Mohd Nor.