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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you have sold or transferred all your shares in S&P International Holding Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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## S&P INTERNATIONAL HOLDING LIMITED

### 椰豐集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 1695)

### PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES; RE-ELECTION OF RETIRING DIRECTORS; APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND NOTICE OF ANNUAL GENERAL MEETING

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Capitalised terms used in the lower portion of this cover page and the contents page of this circular shall have the same respective meanings as those defined in the section headed "DEFINITIONS" of this circular.

A notice convening the 2022 AGM to be held at 27-1, Jalan PJU 5/13, Dataran Sunway, Kota Damansara, 47810 Petaling Jaya, Selangor, Malaysia on Tuesday, 24 May 2022 at 10:00 a.m. is set out on pages 22 to 29 of this circular. A form of proxy for use in connection with the 2022 AGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.spfood.com](http://www.spfood.com)). If you are not able or do not intend to attend the 2022 AGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2022 AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2022 AGM or its adjournment if you so wish. If you attend and vote at the 2022 AGM, the instrument appointing your proxy will be deemed to have been revoked.

#### PRECAUTIONARY MEASURES FOR THE 2022 AGM

Please refer to the notice of 2022 AGM for measures being taken to try to prevent and control the spread of the COVID-19 at the 2022 AGM, including:

- limiting the number of the attendees of the 2022 AGM to avoid over-crowding
- maintaining an appropriate social distancing between seats
- compulsory body temperature checks
- compulsory wearing of a face mask
- no provision of drinks, refreshments or souvenirs

**SHAREHOLDERS ARE STRONGLY ENCOURAGED TO APPOINT THE CHAIRMAN OF THE 2022 AGM AS THEIR PROXY AND TO RETURN THEIR PROXY FORMS BY THE TIME SPECIFIED ABOVE, INSTEAD OF ATTENDING THE 2022 AGM IN PERSON.**

**DUE TO THE CONSTANTLY EVOLVING COVID-19 PANDEMIC SITUATION, THE COMPANY MAY BE REQUIRED TO CHANGE THE 2022 AGM ARRANGEMENTS AT SHORT NOTICE. SHAREHOLDERS SHOULD CHECK THE COMPANY'S WEBSITE FOR FUTURE ANNOUNCEMENTS AND UPDATES ON THE 2022 AGM ARRANGEMENTS.**

20 April 2022

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:*

“2021 AGM”	the AGM held on 20 May 2021
“2022 AGM”	the AGM to be held at 27-1, Jalan PJU 5/13, Dataran Sunway, Kota Damansara, 47810 Petaling Jaya, Selangor, Malaysia on Tuesday, 24 May 2022 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting, which is set out on pages 22 to 29 of this circular, or its adjournment
“AGM”	the annual general meeting of the Company
“Annual Report”	the annual report of the Company for the Year
“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Chairman”	the chairman of the Board
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	S&P International Holding Limited, an exempted company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed and traded on the Stock Exchange (stock code: 1695)
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“COVID-19”	the novel coronavirus (COVID-19) disease

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## DEFINITIONS

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“Director(s)”	the director(s) of the Company
“Executive Director(s)”	the executive Director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Auditors”	the independent auditors of the Company
“INED(s)”	the independent non-executive Director(s)
“Issue Mandate”	the general and unconditional mandate proposed to be granted at the 2022 AGM to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the resolution granting such mandate
“Latest Practicable Date”	12 April 2022, being the latest practicable date for ascertaining certain information contained herein prior to the printing of this circular
“Listing Date”	11 July 2017, the date on which the issued Shares were initially listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“Managing Director”	the managing director of the Company
“Mazars”	Mazars PLT, the Independent Auditors
“Mr. Lee”	Mr. Lee Sieng Poon, an Executive Director, the Managing Director and a substantial shareholder of the Company

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## DEFINITIONS

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“Mr. Tang”	Mr. Tang Koon Fook, the Chairman, an Executive Director and a controlling shareholder of the Company
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding the Hong Kong and Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	the general and unconditional mandate proposed to be granted at the 2022 AGM to the Directors to repurchase Shares during the relevant period not exceeding 10% of the aggregate number of the issued Shares as at the date of passing the resolution granting such mandate
“RM”	Malaysian Ringgit, the lawful currency of Malaysia
“SFC”	the Securities and Futures Commission in Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of nominal or par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules

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## DEFINITIONS

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“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong approved by the SFC as amended, supplemented or otherwise modified from time to time
“Trinity”	Trinity Holdings Limited, a company incorporated in the BVI with limited liability on 8 November 2016 and wholly owned by Mr. Lee who is also the sole director of Trinity
“TYJ”	TYJ Holding Limited, a company incorporated in the BVI with limited liability on 8 November 2016 and wholly owned by Mr. Tang who is also the sole director of TYJ
“Year”	the year ended 31 December 2021
“%”	per cent



**S&P INTERNATIONAL HOLDING LIMITED**

**椰豐集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1695)**

*Executive Directors:*

Tang Koon Fook (*Chairman*)  
Lee Sieng Poon (*Managing Director*)  
Yap Boon Teong  
Wong Yuen Lee

*Registered Office:*

89 Nexus Way  
Camana Bay  
Grand Cayman, KY1-9009  
Cayman Islands

*Independent Non-executive Directors:*

Lee King Fui  
Ng Hock Boon  
Lim Sey Hock

*Headquarters and Principal Place of  
Business in Malaysia:*

No. 27-3  
Jalan PJU 5/13, Dataran Sunway  
Kota Damansara  
47810 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

*Principal Place of Business in Hong Kong:*

31/F., 148 Electric Road  
North Point  
Hong Kong

20 April 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;  
RE-ELECTION OF RETIRING DIRECTORS;  
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The Directors will propose at the 2022 AGM the resolutions for, among other matters, (i) the granting of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, (iii) the proposed re-election of the retiring Directors, and (iv) the appointment of INED.

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## LETTER FROM THE BOARD

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The purpose of this circular is to give you notice of the 2022 AGM and provide you with the information regarding the above resolutions to be proposed at the 2022 AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

### ISSUE MANDATE

Given that the general mandate granted to the Directors to issue Shares by the Shareholders at the 2021 AGM will lapse at the conclusion of the 2022 AGM, an ordinary resolution will be proposed at the 2022 AGM to grant the Issue Mandate to the Directors. Based on 1,080,000,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2022 AGM, the Directors will be authorised to allot, issue and deal with up to a total of 216,000,000 Shares, being 20% of the total number of the issued Shares as at the date of the resolution in relation thereto if the Issue Mandate is granted at the 2022 AGM. The Issue Mandate, if granted at the 2022 AGM, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

### REPURCHASE MANDATE

Given that the general mandate granted to the Directors to repurchase Shares by the Shareholders at the 2021 AGM will lapse at the conclusion of the 2022 AGM, an ordinary resolution will be proposed at the 2022 AGM to grant the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and based on 1,080,000,000 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2022 AGM, the Company would be allowed to repurchase a maximum of 108,000,000 Shares, being 10% of the total number of the issued Shares as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the 2022 AGM, will end at the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

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## LETTER FROM THE BOARD

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An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate.

### **EXTENSION OF ISSUE MANDATE TO ISSUE SHARES**

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2022 AGM to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.

### **RE-ELECTION OF RETIRING DIRECTORS**

#### **Retirement of Directors**

As at the Latest Practicable Date, there were four Executive Directors, namely Mr. Tang, Mr. Lee, Mr. Yap Boon Teong and Ms. Wong Yuen Lee; and three INEDs, namely Mr. Lee King Fui (“**Mr. KF Lee**”), Mr. Ng Hock Boon (“**Mr. Ng**”) and Mr. Lim Sey Hock.

Article 83(3) of the Articles of Association provides that (i) any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and (ii) any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Mr. KF Lee was appointed by the Board to fill the vacancy. Accordingly, he, being eligible, will offer himself for re-election at the 2022 AGM.

Article 84(1) of the Articles of Association provides that notwithstanding any other provisions in these articles, at each AGM one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

Article 84(2) of the Articles of Association provides that the Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree

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## LETTER FROM THE BOARD

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among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Accordingly, Mr. Tang and Mr. Ng will retire by rotation at the 2022 AGM. Mr. Tang, being eligible, will offer himself for re-election at the 2022 AGM.

The Board has been informed by Mr. Ng that he will not offer himself for re-election at the 2022 AGM in order to devote more time on his other business commitments and will retire as an INED at the conclusion of the 2022 AGM. Following Mr. Ng's retirement, Mr. Ng will cease to be a member of each of the Audit Committee, Remuneration Committee and Nomination Committee with effect from the conclusion of the 2022 AGM.

In accordance with the requirements of Rule 13.51 (2) of the Listing Rules, Mr. Ng has confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention to the Shareholders regarding his retirement.

### **Procedure and Process for Nomination of Directors**

The Nomination Committee will recommend to the Board for the appointment of a Director including an INED in accordance with the following procedures and process:

- A. The Nomination Committee
  - i. 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;
  - ii. 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 the Shareholders with due consideration given to the criteria which include but are not limited to:
    - (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;

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## LETTER FROM THE BOARD

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- (c) Qualifications, including accomplishment and experience in the relevant industries in which the Group's business is involved;
  - (d) Independence (for INEDs);
  - (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.
- iii. 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;
  - iv. will consider a broad range of candidates who are in and outside of the Board's circle of contacts;
  - v. upon considering a candidate suitable for the directorship, will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
  - vi. will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of the remuneration package of such selected candidate; and
  - vii. will thereafter make the recommendation to the Board in relation to the proposed appointment.
- B. Where a non-executive Director is considered, the Remuneration Committee will make the recommendation to the Board on the policy and structure for the remuneration.
  - C. 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.
  - D. 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.

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## LETTER FROM THE BOARD

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### Recommendation of the Nomination Committee

The Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of the INEDs for the Year and thereafter up to 21 March 2022 based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them, including Mr. KF Lee remain independent. In addition, the Nomination Committee had evaluated the performance of Mr. Tang and Mr. KF Lee for the Year and the period from 1 January up to 23 March 2022 (the Nomination Committee meeting date) respectively. The Nomination Committee found their performance satisfactory. In view of the qualifications and experience of Mr. KF Lee, the proposed re-election of Mr. KF Lee as an INED will increase the diversity of the Board as a whole. Therefore, the Nomination Committee nominated Mr. Tang and Mr. KF Lee to the Board for it to propose to Shareholders for re-election at the 2022 AGM.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that both Mr. Tang and Mr. KF Lee stand for re-election as Directors at the 2022 AGM. As a good corporate governance practice, each of Mr. Tang and Mr. KF Lee abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the 2022 AGM.

The biographical details of each of Mr. Tang and Mr. KF Lee are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meeting of the Directors (including Mr. Tang) is disclosed in the Corporate Governance Report of the Annual Report.

### APPOINTMENT OF INED

As disclosed in the Company's announcement dated 20 April 2022, with the recommendation from the Nomination Committee, the Board proposes the appointment of Dato' Mohd Ibrahim Bin Mohd Nor ("**Dato' Mohd Ibrahim**") as an INED, subject to and with effect upon the approval by the Shareholders at the 2022 AGM. The ordinary resolution in relation to Dato' Mohd Ibrahim's proposed appointment will be proposed at the 2022 AGM. The Board considers that the appointment of Dato' Mohd Ibrahim, who has rich knowledge and experience will provide valuable insights on the strategic planning and development of the Company and add diversity and balanced skill sets to the Board, having due regard to the objective criteria in the Nomination Policy and the board diversity policy of the Company. Upon appointment, Dato' Mohd Ibrahim shall become a member of each of the Audit Committee, Remuneration Committee and Nomination Committee.

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## LETTER FROM THE BOARD

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Dato' Mohd Ibrahim has confirmed that he has met the independence criteria set out in Rule 3.13 of the Listing Rules. The Board had assessed and reviewed the written confirmation of independence of Dato' Mohd Ibrahim based on the independence criteria as set out in Rule 3.13 of the Listing Rules and is satisfied with Dato' Mohd Ibrahim's independence in accordance with Rule 3.13 of the Listing Rules. Details of Dato' Mohd Ibrahim are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

### **2022 AGM**

The Company will convene the 2022 AGM at 27-1, Jalan PJU 5/13, Dataran Sunway, Kota Damansara, 47810 Petaling Jaya, Selangor, Malaysia on Tuesday, 24 May 2022 at 10:00 a.m., at which resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the granting of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, (iii) the re-election of the Retiring Directors, (iv) the proposed re-appointment of Mazars as the Independent Auditors and (v) the appointment of INED. The notice convening the 2022 AGM is set out on pages 22 to 29 of this circular.

A form of proxy for use in connection with the 2022 AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.spfood.com](http://www.spfood.com)). If you are not able or do not intend to attend the 2022 AGM and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong, as soon as possible but in any event, not later than 48 hours before the time appointed for holding the 2022 AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the 2022 AGM or its adjournment should he/she/it so wishes. If the Shareholder attends and votes at the 2022 AGM, the instrument appointing the proxy will be deemed to have been revoked.

### **VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions to be proposed at the 2022 AGM and contained in the notice of the 2022 AGM will be voted by way of a poll by the Shareholders.

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## LETTER FROM THE BOARD

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### 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.

### RECOMMENDATION

The Directors consider that the resolutions to be proposed at the 2022 AGM and as set out in the notice of 2022 AGM for approving, among others, (i) the granting of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, and (iii) the re-election of the Retiring Directors, (iv) the re-appointment of auditors, and (v) the appointment of INED are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the 2022 AGM as set out in the notice of the 2022 AGM on pages 22 to 29 of this circular.

### GENERAL

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

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
For and on behalf of the Board  
**S&P International Holding Limited**  
**Tang Koon Fook**  
*Chairman and Executive Director*

*The following are the biographical details of the Retiring Directors who will retire as required by the Articles of Association and the Listing Rules and are proposed to be re-elected at the AGM.*

**MR. TANG KOON FOOK (EXECUTIVE DIRECTOR)**

Mr. Tang Koon Fook (“**Mr. Tang**”), aged 59, was appointed as our Director on 10 November 2016 and became our Chairman and Executive Director on 22 March 2017. He is also the Chairman of the Nomination Committee as well as a member of the Remuneration Committee, and a director of various subsidiaries of our Company. He is primarily responsible for the overall management, strategic planning and the day-to-day business operations and financial management of our Group since its establishment.

Mr. Tang has more than 20 years of experience in the food industry. Mr. Tang joined Carrier (Malaysia) Sdn. Bhd., an air-conditioning company, as a credit assistant in January 1986 and last served as a credit officer in January 1990, where he was responsible for credit control. From November 1991 to January 1995, he was the accountant and credit controller of Jasa Kita Trading Sdn. Berhad (a subsidiary of Jasa Kita Berhad), an investment holding company and was listed on the stock exchange of Kuala Lumpur (stock code: 8648), where he was responsible for credit control and account management. From June 1995 to December 1997, Mr. Tang was the chief executive officer of Angkatan Hebat Sdn. Bhd., a fleet management service provider in Malaysia, where he was responsible for the overall management. From January 1998 to December 2007, Mr. Tang worked in S&P Food Industries (M) Sdn. Bhd. (“**S&P Food Industries**”), the business predecessor of our Group, as the general manager and managing director, where he was in charge of the food manufacturing operations.

Mr. Tang received a master’s degree of business administration (banking and finance) from the University of Hull, England in July 1991. He is the sole director of TYJ Holdings Limited, a substantial shareholder of the Company.

Mr. Tang has entered into a director’s service contract with the Company for a term of three years commencing on the Listing Date. The Company has renewed such contract with Mr. Tang on 8 June 2020 for a term of three years as recommended by the Remuneration Committee and approved by the Board by reference to his responsibilities with the Company, experience and qualifications as well as prevailing market rate. Under the director’s service contract, Mr. Tang is entitled a director’s fee of HK\$432,000 per annum effective from 1 September 2022. Mr. Tang is also entitled to receive salaries, allowances, benefits in kind, bonus at the discretion of the Board and contributions to employee’s provident fund in relation to his employment with the Group. For the Year, the total emoluments received by Mr. Tang from the Group amounted to approximately

RM575,404. Further details of Mr. Tang's remuneration are set out in Note 11 to the consolidated financial statements in the Annual Report. The Company intends to renew the director's service contract with Mr. Tang on the terms to be recommended by the Remuneration Committee and approved by the Board in due course.

#### MR. LEE KING FUI (INED)

Mr. Lee King Fui (“**KF Lee**”) aged 43, obtained a Master's Degree in Accountancy from The Hong Kong Polytechnic University in October 2012. He was admitted as an associate member of the Hong Kong Institute of Certified Public Accountants in January 2012 and became a fellow member in September 2020. Mr. KF Lee was admitted as a member of the Association of Chartered Certified Accountants in September 2003 and became a fellow member in September 2008. Mr. KF Lee was also admitted as a chartered accountant of the Malaysian Institute of Accountants in March 2004.

Since July 2019, Mr. KF Lee is an independent non-executive director of China Creative Digital Entertainment Limited (Stock code 8078) and Easy Repay Finance & Investment Limited (Stock code 8079) which are listed on the GEM of The Stock Exchange of Hong Kong Limited (“**GEM**”). For the period from August 2018 to December 2020, he served as an independent non-executive director of Hang Tai Yue Group Holdings Limited (Stock code 8081), a company listed on the GEM.

Mr. KF Lee is the founder and managing director of Visionwide Consultancy Limited, a Hong Kong based company which provides management, accounting and advisory services. He has more than 20 years of experience in accounting, audit and corporate finance and advisory services in Malaysia, Hong Kong and Mainland China.

Mr. KF Lee worked at Tiantian Media Hong Kong Limited from March 2017 to December 2017, and his last position was chief financial officer and Enersoon Technology Limited from January 2016 to December 2016, and his last position was vice president of investment and finance. Mr. KF Lee had been the chief financial officer of different companies in Hong Kong and China namely, Legend Oilfield Services Limited, Aujet Industry Limited, and Wellable Marine Biotech Holding Limited for the period from August 2011 to April 2015. Prior to the abovementioned positions, Mr. KF Lee worked in KPMG Hong Kong from October 2006 to March 2011 and his last position was senior manager.

Mr. KF Lee has entered into an appointment letter with the Company in relation to this appointment as an INED (the “**Appointment Letter 1**”) for a term of three years commencing on 1 January 2022 and will hold the office as an INED until the first general meeting of Shareholders

after his appointment and will be subject to re-election at such meeting. If re-elected, Mr. KF Lee will be subject to retirement by rotation and re-election at least once in every three years in accordance with the amended and restated articles of association of the Company. As set out in the Appointment Letter 1, Mr. KF Lee is entitled to an annual director's fee of HK\$84,000 which has been determined by the Board upon the recommendation of the Remuneration Committee by reference to his responsibilities with the Company, experience and qualifications as well as the prevailing market rate.

**DATO' MOHD IBRAHIM BIN MOHD NOR (INED)**

Dato' Mohd Ibrahim Bin Mohd Nor ("**Dato' Mohd Ibrahim**"), aged 63, is proposed to be appointed as an INED at the 2022 AGM. Subject to the passing of the relevant resolution by the Shareholders at the 2022 AGM, Dato' Mohd Ibrahim shall become an INED with effect from the date of passing of the relevant resolution at the 2022 AGM.

Dato' Mohd Ibrahim is the chairman of Carzo Group, a fruits and fruit products processing and distribution company listed on the Leap Market of Kuala Lumpur Stock Exchange (the "**KLSE**"), since March 2021, the chairman of Protasco Development Sdn Bhd, an integrated engineering solutions provider, since September 2018 and the chairman of Second Wind Sdn Bhd, a software solutions provider, since 2008. He is also a director of Kim Teck Cheong Consolidated Berhad, a consumer packaged goods company listed on the KLSE, since December 2018, a director of Titijaya Land Berhad, a property development company listed on the KLSE, since November 2019, and a director of Ikram Education Sdn Bhd since 2012. Dato' Mohd Ibrahim was the chairman of Kumpulan Ikram Sdn Bhd, a wholly owned subsidiary of Protasco Berhad, from August 2017 to August 2018. He was a director of Protasco Berhad, a company listed on the KLSE, from 2009 to 2012 and from 2014 to 2015, respectively, and has been its deputy chairman during the period from June to December 2012. Dato' Mohd Ibrahim was the chairman of each of Super Enterprise Holdings Berhad and Malay Mail Sdn Bhd from 2008 to 2012. He was the managing director of Padiberas Nasional Berhad (BERNAS), a company listed on the KLSE, during the period from 1996 to 2001 and has been its vice chairman from 2001 to 2003. Dato' Mohd Ibrahim was a director of Malaysian Resources Corporation Berhad (MRCB) from 1999 to 2001 and has been the executive vice chairman of Sistem Television Malaysia Berhad in 2001. From 1983 to 1995, he has held senior positions in Utama Wardley Berhad, Asian International Merchant Bank Berhad, The News Straits Times Press Group and Malakoff Berhad.

Dato' Mohd Ibrahim obtained a master's degree in business administration from the Drake University in the United States of America (the "**USA**") in 1983 and a bachelor of arts degree in mathematics from the Knox College in the USA in 1981.

Dato' Mohd Ibrahim will enter into an appointment letter with the Company in relation to this appointment as an INED (the “**Appointment Letter 2**”) for a term of three years commencing from the date of the 2022 AGM. The terms of the Appointment Letter 2 will become effective upon the passing of the relevant resolution by the Shareholders at the 2022 AGM. As set out in the Appointment Letter 2, Dato' Mohd Ibrahim is entitled to an annual director's fee of HK\$96,000 which has been determined by the Board upon the recommendation of the Remuneration Committee by reference to his responsibilities with the Company, experience and qualifications as well as the prevailing market rate.

Save as those disclosed in this circular, Dato' Mohd Ibrahim (i) does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas for the last three years; (ii) does not have any interest in the shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)); (iii) does not hold any other positions in the Company or its subsidiaries; and (iv) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

Save as disclosed above, Dato' Mohd Ibrahim has confirmed that there is no information which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

## **GENERAL**

Save for the information set out in this section,

- (i) there is no other matter concerning the re-election of each of Mr. Tang and Mr. KF Lee and the appointment of Dato' Mohd Ibrahim that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules;
- (ii) each of Mr. Tang, Mr. KF Lee and Dato' Mohd Ibrahim had not held any directorship in the last three years in any public company, the issued securities of which are listed on any securities market in Hong Kong or overseas;
- (iii) save for the information set out in this section, each of Mr. Tang, Mr. KF Lee and Dato' Mohd Ibrahim confirms with respect to him that as at the Latest Practicable Date: (a) he did not hold other positions in the Company or other members of the Group; (b) he did

not have any relationship with any other Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (c) he did not have any interests in the Shares within the meaning of Part XV of the SFO;

- (iv) each of (a) the service contracts of Mr. Tang and (b) the letters of appointment of Mr. KF Lee and Dato' Mohd Ibrahim entered into with the Company may be terminated by not less than three months' notice served by either party on the other;
- (v) each of Mr. Tang, Mr KF Lee and Dato' Mohd Ibrahim is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association; and
- (vi) the emoluments of Mr. Tang, Mr KF Lee and Dato' Mohd Ibrahim are determined by the Board upon the recommendation of the Remuneration Committee on the basis of the relevant Director's experience, level of responsibilities and duties within the Group and the current market situation, and will be reviewed annually.

*This appendix serves as an explanatory statement as required by Rule 10.06 of the Listing Rules to be given to all Shareholders relating to the resolution to be proposed at the 2022 AGM granting the Repurchase Mandate.*

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

### **1. SHAREHOLDERS' APPROVAL**

All proposed repurchase of shares on the Stock Exchange by the Company must be approved in advance by the Shareholders by an ordinary resolution of the Company, either by way of a general mandate or by a specific approval to the Directors.

### **2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS**

Under the Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

### **3. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,080,000,000 Shares. Subject to the passing of the proposed ordinary resolution for the approval of the Repurchase Mandate, and assuming that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of passing such resolution at the 2022 AGM, the Directors would be authorised to repurchase up to a maximum of 108,000,000 Shares, representing 10% of the total number of the issued Shares as at the date of passing the relevant resolution. The Repurchase Mandate will end on the earliest of (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

**4. REASONS FOR REPURCHASES**

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

**5. FUNDING OF REPURCHASES**

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available in accordance with the laws of the Cayman Islands and the Articles of Association for such purpose.

**6. IMPACT ON WORKING CAPITAL OR GEARING POSITION**

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 December 2021, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

## 7. SHARE PRICES

The highest and lowest market prices at which the Shares had been traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

Month	Traded Price (HK\$)	
	Highest	Lowest
<b>2021</b>		
April	0.106	0.095
May	0.113	0.087
June	0.110	0.090
July	0.104	0.089
August	0.105	0.087
September	0.084	0.074
October	0.084	0.073
November	0.080	0.067
December	0.084	0.066
<b>2022</b>		
January	0.090	0.067
February	0.076	0.069
March	0.072	0.064
April (up to and including the Latest Practicable Date)	0.066	0.062

## 8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their respective close associates, has any present intention to sell to the Company or any member of the Group any of the Shares if the Repurchase Mandate is approved at the AGM.

## 9. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**10. EFFECT OF THE TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge and belief of the Directors, as at the Latest Practicable Date, (i) TYJ which is wholly owned by Mr. Tang, an Executive Director and the Chairman was beneficially interested in 567,000,000 Shares, representing 52.5% of the total number of the issued Shares, and Mr. Tang is deemed to be interested in the 567,000,000 Shares held by TYJ; and (ii) Trinity which is wholly owned by Mr. Lee, an Executive Director and the Managing Director was beneficially interested in 243,000,000 Shares, representing 22.5% of the total number of the issued Shares and Mr. Lee is deemed to be interested in the 243,000,000 Shares, held by Trinity. In the event that the Directors will exercise in full the Repurchase Mandate, the proportionate shareholding interests in the Company held by Mr. Tang/TYJ and Mr. Lee/Trinity would be increased to approximately 58.33% and 25%, respectively of the total number of the issued Shares and such increases will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any repurchase of Shares under the Repurchase Mandate.

Assuming that there is no issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate in whole or in part will result in the aggregate amount of the issued Shares in the public hands falling below the prescribed minimum percentage of 25% as required by the Listing Rules. The Directors confirm that the Repurchase Mandate will not be exercised to the extent as may result in the amount of the Shares held by the public being reduced to less than 25% of the issued Shares.

**11. SHARES REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately preceding the Latest Practicable Date.

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**NOTICE OF ANNUAL GENERAL MEETING**

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**S&P INTERNATIONAL HOLDING LIMITED**

**椰豐集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1695)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of S&P International Holding Limited (the “**Company**” and the “**AGM**”, respectively) will be held at 27-1, Jalan PJU 5/13, Dataran Sunway, Kota Damansara, 47810 Petaling Jaya, Selangor, Malaysia on Tuesday, 24 May 2022 at 10:00 a.m. (or the adjournment thereof) for the following purposes:

**AS ORDINARY BUSINESSES**

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 2021;
2.
  - (a) To re-elect Mr. Tang Koon Fook as an executive director of the Company;
  - (b) To re-elect Mr. Lee King Fui as an independent non-executive director of the Company; and
  - (c) To appoint Dato’ Mohd Ibrahim Bin Mohd Nor as an independent non-executive director of the Company;
3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company for the year ending 31 December 2022;
4. To re-appoint Mazars PLT as the independent auditors of the Company and authorise the board of directors of the Company to fix its remuneration;

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## NOTICE OF ANNUAL GENERAL MEETING

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5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) of this Resolution below and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the **“Shares”**) or securities convertible into or exchangeable for Shares, or options, for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the **“Articles of Association”**) in force from time to time, shall not exceed 20% of the aggregate number of the Shares in issue as at the date of the passing of this Resolution and such approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting;

“**Rights Issue**” means an offer of Shares, or offer or issue of options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this Resolution below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the shares of the Company (the “**Shares**”) in issue on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the

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## NOTICE OF ANNUAL GENERAL MEETING

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Cayman Islands or any other applicable laws, the Code on Share Buy-backs approved by the Commission and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** conditional upon Resolutions no. 5 and 6 set out in the notice convening this meeting (the “**Notice**”) being passed, the general mandate granted to the directors of the Company pursuant to Resolution no. 5 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of the shares in the capital of the Company (the “**Shares**”) repurchased under the authority granted pursuant to Resolution no. 6 set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing this Resolution.”

By Order of the Board  
**S&P International Holding Limited**  
**Tang Koon Fook**  
*Chairman and Executive Director*

Hong Kong, 20 April 2022

*Registered Office:*

89 Nexus Way  
Camana Bay  
Grand Cayman, KY1-9009  
Cayman Islands

*Headquarters and Principal Place of Business in Malaysia:*

No. 27-3  
Jalan PJU 5/13, Dataran Sunway  
Kota Damansara  
47810 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

*Principal Place of Business in Hong Kong:*

31/F., 148 Electric Road  
North Point  
Hong Kong

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Any member of the Company (the “**Member**” or “**Shareholder**”) entitled to attend and vote at the AGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote instead of him/her/it. A proxy needs not be a Member but must be present in person at the AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the AGM if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the AGM in person, the form of proxy will be deemed to have been revoked.
3. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, at the office of the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the AGM or its adjournment.
4. For determining the entitlement of the Members to attend and vote at the AGM, the register of members of the Company (the “**Register of Members**”) will be closed from Thursday, 19 May 2022 to Tuesday, 24 May 2022 (both dates inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the AGM, non-registered Members must lodge all duly completed and signed transfer documents, accompanied by the relevant share certificates with the Company’s branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F., 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 18 May 2022.
5. In relation to the proposed Resolution no. 2 above, (a) Mr. Tang Koon Fook and Mr. Lee King Fui being eligible, will offer themselves for re-election; and (b) Dato’ Mohd Ibrahim Bin Mohd Nor is proposed to be appointed as an independent non-executive Director. Details of the above (proposed) Directors are set out in Appendix I to the Company’s circular dated 20 April 2022 (the “**Circular**”).
6. In relation to the proposed Resolution no. 4 above, the Board concurs with the views of the audit committee of the Board and has recommended that Mazars PLT be re-appointed as the independent auditors of the Company.
7. In relation to the proposed Resolution no. 5 above, approval is being sought from the Members for the granting to the Directors of a general mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The Directors have no immediate plans to issue any new Shares.
8. In relation to the proposed Resolution no. 6 above, the Directors wish to state that they will exercise the powers granted to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix II to the Circular.
9. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.
10. In case of joint holders of a Share, any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the AGM personally or by proxy, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
11. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.

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## NOTICE OF ANNUAL GENERAL MEETING

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### PRECAUTIONARY MEASURES FOR THE 2022 AGM

The holding of the 2022 AGM in order to comply with the Listing Rules and the Articles of Association could potentially create a significant risk in terms of the spread of the novel coronavirus (COVID-19) disease (the “**COVID-19**”) pandemic because of large crowds coming together.

To reduce the risk of spreading the COVID-19 pandemic and for the health and safety of the attendees of the 2022 AGM, the Company wishes to remind the Shareholders and their proxies to comply with the guidelines as announced by the National Security Council of Malaysia effective from 1 April 2022:–

- The wearing of face mask is mandatory throughout the 2022 AGM.
- Admission of registration by Mysejahtera is mandatory.
- Only individual Shareholders with “Low Risk” status as in his/her Mysejahtera are allowed to enter the venue and attend the 2022 AGM.

#### **No attendance**

Those individual Shareholders who have any symptoms of an upper respiratory system disease or are under any quarantine requirements are advised not to attend the 2022 AGM in person.

#### **Not later than 48 hours before the time of the 2022 AGM**

- (i) For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to exercise their right to vote at the 2022 AGM by appointing the chairman of the 2022 AGM (the “**Chairman**”) as their proxy instead of attending the 2022 AGM in person. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the 2022 AGM or any adjournment thereof should they subsequently so wish. Shareholders may appoint the Chairman to attend and vote on their behalf by completing and depositing the forms of proxy enclosed with the Circular with the Company’s branch share registrars in Hong Kong, whose address is stated below:

Boardroom Share Registrars (HK) Limited  
2103B, 21/F.,  
148 Electric Road,  
North Point, Hong Kong

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) Shareholders may send their questions in connection with the proposed resolutions stated in the Notice by post to Ms. Leung Ho Yee, Company Secretary of the Company at Boardroom Corporate Services (HK) Limited, 31/F, 148 Electric Road, North Point, Hong Kong and by email to info@spfood.com. If considered appropriate by the Directors at their absolute discretion, the questions will be answered firstly by the Chairman or other Directors present thereat on the floor and then answered in writing to the Shareholders concerned.

### **At the venue of the Meeting**

- (i) The Company will take the body temperature of the intended attendees and refuse entry of those with a temperature of 37.5 degree Celsius or above.
- (ii) Attendees are requested to observe good personal hygiene at all times at the 2022 AGM venue and alcohol rubs or hand sanitiser will be provided for use.
- (iii) Attendees must wear face-masks throughout the 2022 AGM and sit at a distance from other attendees and those not wearing face-masks may be denied entry to the 2022 AGM venue. Please note that no masks will be provided at the 2022 AGM venue and attendees should bring and wear their own masks.
- (iv) No drinks, refreshments or souvenirs will be provided.
- (v) Attendees who do not comply with the precautionary measures (i) to (iii) above or been found to have the symptom(s) of an upper respiratory system disease or be obeying a quarantine order may be denied entry to the 2022 AGM venue at the absolute discretion of the Company as permitted by law.