

Unless otherwise defined in this announcement, terms defined in the Prospectus dated 29 June 2017 (the “Prospectus”) issued by S&P International Holding Limited (the “Company”) have the same meanings when used in this announcement.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Securities Clearing Company Limited (the “HKSCC”) 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.

This announcement is for information purposes only and does not constitute an invitation or offer or an invitation to induce and offer by any person to acquire, purchase or subscribe for securities or any Shares under the Global Offering.

This announcement is not, and is not intended to be, an offer of securities of the Company for sale in any jurisdiction, including, without limitation, the United Kingdom, Australia, Japan, Canada or the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “U.S. Securities Act”), or the securities laws of any state of the United States, and may not be offered or sold within the United States (as defined in Regulation S under the U.S. Securities Act) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any applicable state or local securities law. The Hong Kong Offer Shares are being offered and sold outside of the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act. There will not be any public offering of securities in the United States. This announcement and the information contained herein are not for release, publication or distribution, directly or indirectly, in or into the United States.

Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Shares thereby being offered. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus.

The Hong Kong Offer Shares will be offered to the public in Hong Kong subject to the terms and conditions set out in the Prospectus and the related Application Forms. The Hong Kong Offer Shares will not be offered to any person who is outside Hong Kong and/or not resident in Hong Kong.



S&P International Holding Limited 椰豐集團有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering : 270,000,000 Shares (subject to the Offer Size Adjustment Option)
Number of Hong Kong Offer Shares : 27,000,000 Shares (subject to adjustment)
Number of International Placing Shares : 243,000,000 Shares (subject to adjustment and the Offer Size Adjustment Option)
Offer Price : not more than HK\$0.52 per Offer Share and expected to be not less than HK\$0.44 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value : HK\$0.01 per Share
Stock Code : 1695

Sole Sponsor



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



雅利多證券
ARISTO SECURITIES LIMITED



BALLAS
C A P I T A L

Co-managers

Easy One Securities Limited

Zhong Jia Securities Limited

Application has been made to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including the Shares which may be issued pursuant to the exercise of the Offer Size Adjustment Option and the Shares to be issued upon the exercise of options that may be granted under the Share Option Scheme). Assuming the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. on Tuesday, 11 July 2017, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Tuesday, 11 July 2017. In the event the Offer Size Adjustment Option is exercised, an announcement will be made by the Company on the Company's website at **www.spfood.com** and the website of the Stock Exchange at **www.hkexnews.hk**.

The Global Offering comprises the: (1) Hong Kong Public Offering of 27,000,000 Shares (subject to adjustment), representing 10% of the Offer Shares initially available under the Global Offering; and (2) the International Placing of 243,000,000 Shares (subject to adjustment and the Offer Size Adjustment Option pursuant to which the Company may be required to allot and issue up to an aggregate of 40,500,000 additional Shares (representing 15% of the Offer Shares initially available under the Global Offering) at the Offer Price to cover any excess demand in the International Placing, if any), representing 90% of the Offer Shares initially available under the Global Offering. The allocation of Offer Shares between the Hong Kong Public Offering and the International Placing will be subject to adjustment as described in "Structure of the Global Offering" of the Prospectus.

For the avoidance of doubt, the purpose of the Offer Size Adjustment Option is to provide flexibility for the International Underwriters to meet any excess demand in the International Placing. The Offer Size Adjustment Option will not be associated with any price stabilisation activities of the Shares in the secondary market after the Listing and will not be subject to the Securities and Futures (Price Stabilizing) Rules under the Securities and Futures Ordinance (Chapter 571W of the Laws of Hong Kong).

Subject to the granting of the approval for the listing of, and permission to deal in, the Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or on any other date HKSCC chooses. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$0.52 per Offer Share and is currently expected to be not less than HK\$0.44 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$0.52 per Offer Share together with brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$0.52 per Offer Share.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms.

Applicants who wish to be allotted the Hong Kong Offer Shares in their own names should either (i) complete and sign the **WHITE** Application Forms; or (ii) submit applications online through the designated website of the **White Form eIPO** Service Provider at www.eipo.com.hk under the **White Form eIPO** service. Applicants who wish to have the Hong Kong Offer Shares allotted and issued in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 29 June 2017 until 12:00 noon on Tuesday, 4 July 2017 from:

1. the following offices of the Hong Kong Underwriters:

Aristo Securities Limited	Room 101, 1st Floor On Hong Commercial Building 145 Hennessy Road Wanchai Hong Kong
Ruibang Securities Limited	9/F., Sang Woo Building 227-228 Gloucester Road Wanchai Hong Kong

Dongxing Securities (Hong Kong) Company Limited	Room 6805-6806A, 68/F International Commerce Centre 1 Austin Road West Kowloon Hong Kong
Ballas Capital Limited	Unit 1802, 18/F 1 Duddell Street Central Hong Kong
Easy One Securities Limited	Room 2106B, 2108-2109 21/F Wing On Centre 111 Connaught Road Central Hong Kong
Zhong Jia Securities Limited	Room 9, 8/F., One Island South 2 Heung Yip Street Hong Kong

2. any of the following branches of the following receiving bank:

The Bank of East Asia, Limited

District	Branch Name	Address
Hong Kong Island	Main Branch	10 Des Voeux Road Central, Central
	Wanchai Branch	Shop A-C, G/F, Easey Commercial Building, 253-261 Hennessy Road, Wanchai
	King's Road Branch	Shop 2, G/F, S U P Tower, 75-83 King's Road, Quarry Bay
Kowloon	Yaumatei Branch	G/F, 526 Nathan Road, Yaumatei
New Territories	Tai Wai Branch	Cheung Fung Mansion, 16-18 Tai Wai Road, Shatin

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Thursday, 29 June 2017 until 12:00 noon on Tuesday, 4 July 2017 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker, who may have such **YELLOW** Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in all respects in accordance with the instructions printed thereon, together with a cheque or banker's cashier order marked payable to "The Bank of East Asia (Nominees) Limited — S&P International Public Offer" attached and securely stapled, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above on such dates and during such time as specified in the Application Forms.

Applicants applying by **White Form eIPO** may submit their applications through the **White Form eIPO** Service Provider at www.eipo.com.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Thursday, 29 June 2017 until 11:30 a.m. on Tuesday, 4 July 2017 or such later time as described in "How to apply for Hong Kong Offer Shares — 10. Effect of bad weather on the opening of the application lists" of the Prospectus.

Time for Inputting Electronic Application Instructions

CCASS Clearing/Custodian Participants can input electronic application instructions at the following times on the following dates:

- Thursday, 29 June 2017 — 9:00 a.m. to 8:30 p.m. ^(Note)
- Friday, 30 June 2017 — 8:00 a.m. to 8:30 p.m. ^(Note)
- Monday, 3 July 2017 — 8:00 a.m. to 8:30 p.m. ^(Note)
- Tuesday, 4 July 2017 — 8:00 a.m.^(Note) to 12:00 noon

Note:

These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 29 June 2017 until 12:00 noon on Tuesday, 4 July 2017 (24 hours daily, except on the last application day).

The latest time for inputting your electronic application instructions will be 12:00 noon on Tuesday, 4 July 2017, the last application day or such later time as described in "How to apply for Hong Kong Offer Shares — 10. Effect of bad weather on the opening of the application lists" of the Prospectus.

The Company expects to announce the final Offer Price, the level of indication of interest in the International Placing, the level of applications of the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares on Monday, 10 July 2017 in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), and on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.spfood.com.

The results of allocations under the Hong Kong Public Offering (with successful applicants' identification document numbers, where applicable) will be made available through a variety of channels from Monday, 10 July 2017 in the manner described in "How to apply for Hong Kong Offer Shares — 11. Publication of Results" of the Prospectus.

The Company will not issue temporary documents of title. No receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Tuesday, 11 July 2017 provided that the Global Offering has become unconditional and the right of termination described in "Underwriting" of the Prospectus has not been exercised. Dealings in the Shares on the Stock Exchange is expected to commence at 9:00 a.m. on Tuesday, 11 July 2017. The Shares will be traded in board lots of 5,000 each. The stock code of the Shares is 1695.

By order of the Board
S&P International Holding Limited
Tang Koon Fook
Chairman

Hong Kong, 29 June 2017

As at the date of this announcement, the executive Directors are Mr. Tang Koon Fook, Mr. Lee Sieng Poon, Mr. Yap Boon Teong and Ms. Wong Yuen Lee, and the independent non-executive Directors are Mr. Fung Che Wai, Anthony, Mr. Chong Yew Hoong and Mr. Ng Hock Boon.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Main Board 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 announcement 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 announcement misleading.

Please also refer to the published version of this announcement in the **South China Morning Post** (in English) and the **Hong Kong Economic Times** (in Chinese).