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澳門博彩控股有限公司
SJM HOLDINGS LIMITED

incorporated in Hong Kong with limited liability Stock Code : 880

**RETIREMENT OF NON-EXECUTIVE DIRECTOR AND
INDEPENDENT NON-EXECUTIVE DIRECTOR**

**ELECTION OF NON-EXECUTIVE DIRECTOR AND
INDEPENDENT NON-EXECUTIVE DIRECTOR**

CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

The Board of the Company announces that:

- (i) Dr. Cheng Kar Shun ceased to act as a Non-executive Director of the Company upon his retirement from the Board at the conclusion of the 2019 AGM as Dr. Cheng did not seek for re-election;
- (ii) Dr. Lan Hong Tsung, David ceased to act as an Independent Non-executive Director and a member of the Audit Committee and the Nomination Committee as well as the Chairman of the Remuneration Committee of the Board of the Company upon his retirement from the Board at the conclusion of the 2019 AGM as Dr. Lan did not seek for re-election;
- (iii) Mr. Tsang On Yip, Patrick has been elected as a Non-executive Director of the Company at the 2019 AGM with effect from 11 June 2019 upon conclusion of the 2019 AGM;
- (iv) Ms. Wong Yu Pok, Marina has been elected as an Independent Non-executive Director of the Company at the 2019 AGM with effect from 11 June 2019 upon the conclusion of the 2019 AGM, and has been appointed as a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Board of the Company with effect from 11 June 2019 upon conclusion of the 2019 AGM;
- (v) Mr. Chau Tak Hay has been re-designated from the chairman to a member of the Nomination Committee and from a member to the chairman of the Remuneration Committee of the Board of the Company with effect from 11 June 2019 upon conclusion of the 2019 AGM; and
- (vi) Ms. Ho Chiu Fung, Daisy has been re-designated from a member to the chairman of the Nomination Committee of the Board of the Company with effect from 11 June 2019 upon conclusion of the 2019 AGM.

RETIREMENT OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

The board of directors (the “**Board**”) of SJM Holdings Limited (the “**Company**”) announces that:

- (i) Dr. Cheng Kar Shun (“**Dr. Cheng**”) ceased to act as a Non-executive Director of the Company upon his retirement from the Board at the conclusion of the annual general meeting of the Company held on 11 June 2019 (“**2019 AGM**”) as Dr. Cheng did not seek for re-election; and
- (ii) Dr. Lan Hong Tsung, David (“**Dr. Lan**”) ceased to act as an Independent Non-executive Director of the Company upon his retirement from the Board at the conclusion of the 2019 AGM as Dr. Lan did not seek for re-election.

Both Dr. Cheng and Dr. Lan have confirmed that they have no disagreement with the Board and there is no matter which needs to be brought to the attention of shareholders of the Company in respect of their retirement from the Board.

ELECTION OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board of the Company is pleased to announce that:

- (i) Mr. Tsang On Yip, Patrick (“**Mr. Tsang**”) has been elected as a Non-executive Director of the Company at the 2019 AGM with effect from 11 June 2019 upon conclusion of the 2019 AGM; and
- (ii) Ms. Wong Yu Pok, Marina (“**Ms. Wong**”) has been elected as an Independent Non-executive Director of the Company at the 2019 AGM with effect from 11 June 2019 upon the conclusion of the 2019 AGM.

Mr. Tsang On Yip, Patrick

Mr. Tsang, aged 47, has been a supervisory committee member of Sociedade de Jogos de Macau, S.A. (“**SJMMSA**”), a subsidiary of the Company, and certain of its subsidiaries since March 2019. He is the chief executive officer and director of Chow Tai Fook Enterprises Limited. Mr. Tsang currently holds directorships in five companies listed on the Main Board of The Stock Exchange of Hong Kong Limited, namely, executive director of UMP Healthcare Holdings Limited and Melbourne Enterprises Limited, and non-executive director of Greenheart Group Limited, i-CABLE Communications Limited and Integrated Waste Solutions Group Holdings Limited. He was a managing director and Head of Asia Fixed Income Capital Markets at Deutsche Bank AG, Hong Kong Branch before joining Chow Tai Fook Enterprises Limited. Mr. Tsang has extensive finance and investment expertise acquired over a 20-year career in investment banking.

Mr. Tsang is an appointed representative of Many Town Company Limited, a corporate director of Sociedade de Turismo e Diversões de Macau, S.A., the controlling shareholder of the Company, a director of Cheng Yu Tung Foundation Limited and Chow Tak Fook (Holding) Limited, a governor of Chow Tai Fook Charity Foundation Limited, a member of Hong Kong Chief Executive Election Committee, a General Committee member of Employers’ Federation of Hong Kong and a member of the 12th Henan Provincial Committee of the Chinese People’s Political Consultative Conference.

Mr. Tsang holds a Bachelor of Arts degree in Economics from Columbia College of Columbia University.

Mr. Tsang's spouse is Ms. Selena Sun, a niece of Dr. Cheng Kar Shun.

As at the date of this announcement, Mr. Tsang does not have any interest in shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance.

Save as disclosed, Mr. Tsang does not hold directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor does he hold any other major appointments.

Save as disclosed, Mr. Tsang has no relationship with any director, senior management or substantial or controlling shareholders of the Company.

Mr. Tsang has entered into a letter of appointment with the Company on 11 June 2019 as a Non-executive Director with an initial term of three years commencing from the date of election at the 2019 AGM, subject to the arrangements of retirement by rotation and re-election at annual general meetings of the Company at least once every three years in accordance with the articles of association of the Company and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

As a Non-executive Director, Mr. Tsang is entitled to receive from the Company an annual director's fee of HK\$0.55 million and an annual allowance of HK\$0.1 million (on pro-rata basis) in 2019 or such other amount as the Remuneration Committee shall recommend and the Board shall approve which shall be determined in accordance with the articles of association of the Company. Such director's fee and allowance are covered under his letter of appointment. He is entitled to receive a monthly fee of approximately HK\$0.03 million from SJMSA as the base fee for serving as a supervisory committee member of SJMSA and a monthly special allowance of HK\$0.03 million.

Save as disclosed, there are no other matters in relation to Mr. Tsang that need to be brought to the attention of the shareholders of the Company, and there is no information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Wong Yu Pok, Marina

Ms. Wong, aged 70, is an independent non-executive director of Hong Kong Ferry (Holdings) Company Limited, Luk Fook Holdings (International) Limited, Kerry Properties Limited and Kerry Logistics Network Limited, companies listed on the Main Board of The Stock Exchange of Hong Kong Limited. She ceased to act as an independent director of China World Trade Center Company Ltd. on 23 November 2016, a company listed on the Shanghai Stock Exchange.

Ms. Wong joined PricewaterhouseCoopers in 1968 and was responsible for the development of the firm's business in Mainland China since 1980. After her retirement as a partner from PricewaterhouseCoopers in July 2004, she joined Tricor Services Limited as a director from September 2004 to February 2006.

Ms. Wong is a member of a number of Government advisory and other bodies in Hong Kong, including The Dental Council of Hong Kong and was the Chairman of The Applied Research Council up to February 2017. She is the Chartered President of Hong Kong Women Professionals & Entrepreneurs Association, Vice-Chairman of the Hong Kong Federation of Women and a director of China Tibetan Children Health & Education Fund. Ms. Wong was appointed as a Justice of the Peace in 2004.

An accountant by training, Ms. Wong is a fellow of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants. She was conferred Honorary Fellow of City University of Hong Kong in 2008.

As at the date of this announcement, Ms. Wong does not have any interest in shares or underlying shares of the Company pursuant to Part XV of the Securities and Futures Ordinance.

Save as disclosed, Ms. Wong does not hold directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor does she hold any other major appointments.

Ms. Wong has no relationship with any director, senior management or substantial or controlling shareholders of the Company.

Ms. Wong has entered into a letter of appointment with the Company on 11 June 2019 as an Independent Non-executive Director with an initial term of three years commencing from the date of election at the 2019 AGM, subject to the arrangements of retirement by rotation and re-election at annual general meetings of the Company at least once every three years in accordance with the articles of association of the Company and the Listing Rules.

As an Independent Non-executive Director, Ms. Wong is entitled to receive from the Company an annual director's fee of HK\$0.55 million and an annual allowance of HK\$0.1 million (on pro-rata basis) in 2019 or such other amount as the Remuneration Committee shall recommend and the Board shall approve which shall be determined in accordance with the articles of association of the Company. Such director's fee and allowance are covered under her letter of appointment.

Save as disclosed, there are no other matters in relation to Ms. Wong that need to be brought to the attention of the shareholders of the Company, and there is no information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

CHANGE OF COMPOSITION OF THE BOARD COMMITTEES

The Board is also pleased to announce that:

- (i) Dr. Lan, upon retirement as an Independent Non-executive Director of the Company at the conclusion of the 2019 AGM, ceased to act as a member of the Audit Committee and the Nomination Committee as well as the Chairman of the Remuneration Committee of the Board of the Company;
- (ii) Ms. Wong has been appointed as a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Board of the Company with effect from 11 June 2019 upon conclusion of the 2019 AGM;
- (iii) Mr. Chau Tak Hay has been re-designated from the chairman to a member of the Nomination Committee and from a member to the chairman of the Remuneration Committee of the Board of the Company with effect from 11 June 2019 upon conclusion of the 2019 AGM; and
- (iv) Ms. Ho Chiu Fung, Daisy has been re-designated from a member to the chairman of the Nomination Committee of the Board of the Company with effect from 11 June 2019 upon conclusion of the 2019 AGM.

During the tenure as Directors of the Company, both Dr. Cheng and Dr. Lan fulfilled their responsibilities and obligations faithfully and honestly. They provided very useful business insights and constructive advice to the Board for the Group's development. The Board would like to express its appreciation for Dr. Cheng's and Dr. Lan's valuable contribution during their tenure of office as a Non-Executive Director and an Independent Non-executive Director of the Company respectively and welcome Mr. Tsang and Ms. Wong to join the Board.

By order of the Board
SJM Holdings Limited
Ho Chiu Fung, Daisy
Chairman and Executive Director

Hong Kong, 11 June 2019

As at the date of this announcement, the executive directors of the Company are Ms. Ho Chiu Fung, Daisy, Mr. Fok Tsun Ting, Timothy, Deputada Leong On Kei, Angela, Dr. So Shu Fai, Mr. Ng Chi Sing, Dr. Chan Un Chan and Mr. Shum Hong Kuen, David, the non-executive director of the Company is Mr. Tsang On Yip, Patrick and the independent non-executive directors of the Company are Mr. Chau Tak Hay, Hon. Shek Lai Him, Abraham, Mr. Tse Hau Yin and Ms. Wong Yu Pok, Marina.