

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.*



## 澳門博彩控股有限公司 SJM HOLDINGS LIMITED

incorporated in Hong Kong with limited liability Stock Code : 880

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting of SJM Holdings Limited (the “**Company**”) will be held at Artyzen Club, 401A, 4th Floor, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Monday, 15 December 2025 at 9:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution.

#### ORDINARY RESOLUTION

**“THAT:**

- (a) the acquisition agreement (the “**Acquisition Agreement**”, a copy of which is produced to the meeting marked “**A**” and initialled by the chairman of this meeting for the purpose of identification) dated 20 November 2025 entered into among (1) SJM – Investimentos Limitada (in Portuguese) SJM – Investment Limited (in English) as a purchaser; (2) SJM Resorts, S.A. (in Portuguese) SJM Resorts, Limited (in English) (name changed from Sociedade de Jogos de Macau, S.A. since 9 June 2021) as a purchaser; (3) Goldarch Holdings Limited as a vendor; (4) Solar King Investments Limited as a vendor; and (5) Ms. Leong On Kei as the guarantor, in relation to the acquisition of Arc of Triumph Development Company Limited together with Arc of Triumph Hotel Management Company Limited and Le Royal Arc Property Management Company Limited (the “**Target Group**”), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the loan agreement (the “**Loan Agreement**”, a copy of which is produced to the meeting marked “**B**” and initialled by the chairman of this meeting for the purpose of identification) and an ancillary share charge deed (the “**Share Charge**”, a copy of which is produced to the meeting marked “**C**” and initialled by the chairman of this meeting for the purpose of identification) to be entered into between (1) SJM Resorts, S.A. (in Portuguese) SJM Resorts, Limited (in English) (name changed from Sociedade de Jogos de Macau, S.A. since 9 June 2021) as lender; and (2) Ms. Leong On Kei as borrower, in relation to the secured loan in the principal amount of HK\$177,525,000, and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and

- (c) any one of Ms. Ho Chiu Fung, Daisy and Mr. Shum Hong Kuen, David, director of the Company be and is/are hereby authorised to do all such further things and acts and execute all such further documents and take all such steps which he/she considers necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the Acquisition Agreement, the Loan Agreement, the Share Charge, and the transactions contemplated thereunder.”

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

Hong Kong, 28 November 2025

***Registered office:***

18th Floor  
China Merchants Tower  
Shun Tak Centre  
Nos. 168 – 200 Connaught Road Central  
Hong Kong

*Notes:*

1. A shareholder entitled to attend and vote at the above meeting may appoint one or more proxies (excluding those shareholders holding only one share) to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. A proxy form for use at the above meeting (or any adjournment thereof) is enclosed in the circular of the Company dated 28 November 2025. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the registered office of the Company at 18th Floor, China Merchants Tower, Shun Tak Centre, Nos. 168 – 200 Connaught Road Central, Hong Kong or delivered by email to [comsec@sjmholdings.com](mailto:comsec@sjmholdings.com), not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof (excluding public holiday in Hong Kong). The deadline for submission of proxy form for the above meeting is Saturday, 13 December 2025 at 9:00 a.m..
3. The register of members of the Company will be closed from Wednesday, 10 December 2025 to Monday, 15 December 2025 (both days inclusive), during which period no transfer of shares will be registered. Shareholders whose names appear on the register of members of the Company on Wednesday, 15 December 2025 are entitled to attend and vote at the above meeting. In order to qualify to attend and vote at the above meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712 – 1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 9 December 2025 (last share registration date).

4. If you are a non-registered shareholder, i.e. your shares are held through an intermediary (for example, a bank, a custodian or a securities broker) or registered in the name of your nominee, you will not receive a proxy form directly from the Company, and you have to give instructions to your intermediary/nominee to vote on your behalf. If you wish to attend, speak and vote at the above meeting, you shall seek an authorisation from your intermediary/nominee directly.
5. Pursuant to Rule 13.39(4) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), any vote of shareholders at a general meeting must be taken by poll. Accordingly, at the above meeting, the chairman of the meeting will exercise his/her power under article 59(A) of the articles of association of the Company to put the resolution set out in this notice of the meeting to be voted by way of poll. On a poll, every shareholder present in person (or in case of a corporation by its corporate representative) or by proxy shall have one vote for each share of which he/she is the holder.
6. The result of the poll will be published on the Stock Exchange’s website at <https://www.hkexnews.hk> and the Company’s website at <https://www.sjmholdings.com> on the date of the above meeting.
7. In the event typhoon signal No. 8 or above, a “black” rainstorm warning signal or “extreme conditions” announced by the Hong Kong Government is in effect on the day of the above meeting, the meeting will continue to be held as scheduled. Shareholders should make their own decision as to whether they wish to attend the extraordinary general meeting in bad weather conditions, at their own risk having regard to their own situation; and if they should choose to do so, they are advised to exercise care and caution. If there is any change to the said arrangement, the Company will publish an announcement on the Company’s website at <https://www.sjmholdings.com> and the Stock Exchange’s website at <https://www.hkexnews.hk> to notify shareholders of the Company of the date, time and place of the rescheduled meeting as soon as practicable.
8. **Please note that the Company will NOT PROVIDE ANY GIFT OR SERVICE OF REFRESHMENT at the above meeting.**

*As at the date hereof, the executive directors of the Company are Ms. Ho Chiu Fung, Daisy, Mr. Fok Tsun Ting, Timothy, Deputada Leong On Kei, Angela, 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. Ho Hau Chong, Norman, Ms. Wong Yu Pok, Marina and Mr. Yeung Ping Leung, Howard.*