



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 28/02/2010

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer SJM Holdings Limited

Date Submitted 4 March 2010

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

(1) Stock code : 00880 Description : Ordinary shares

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>15,000,000,000</u>	<u>HK\$1.00</u>	<u>HK\$15,000,000,000</u>
Increase/(decrease)	<u>Nil</u>		<u>Nil</u>
Balance at close of the month	<u>15,000,000,000</u>	<u>HK\$1.00</u>	<u>HK\$15,000,000,000</u>

(2) Stock code : N/A Description : \_\_\_\_\_

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

## 2. Preference Shares

Stock code :	<u>  N/A  </u>	Description :	_____
		No. of preference shares	Par value <i>(State currency)</i>
			Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

## 3. Other Classes of Shares

Stock code :	<u>  N/A  </u>	Description :	_____
		No. of other classes of shares	Par value <i>(State currency)</i>
			Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (*State currency*) : HK\$15,000,000,000

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	5,001,450,000	N/A	N/A	N/A
Increase/ (decrease) during the month	30,000	N/A	N/A	N/A
Balance at close of the month	5,001,480,000	N/A	N/A	N/A

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme adopted on 13/05/2009 Ordinary shares (Note 1)						
(i) Exercise price (July 2009) HK\$2.82	N/A	30,000	Nil	Nil	30,000	165,220,000 (Remark a)
(ii) Exercise price (Oct 2009) HK\$4.48	N/A	Nil	Nil	Nil	Nil	1,200,000 (Remark b)
Sub-total:	N/A	30,000	Nil	Nil	30,000	166,420,000
2. N/A ( / / ) shares (Note 1)						
3. N/A ( / / ) shares (Note 1)						
			Total A. (Ordinary shares)		30,000	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (State currency)					HK\$84,600	

## Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
2. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
3. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
4. N/A						
( / / )						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		( / / )				
Total B.					(Ordinary shares)	N/A
					(Preference shares)	N/A
					(Other class)	N/A

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>1. HK Dollar Denominated</u>						
<u>Zero Coupon Guaranteed</u>						
<u>Convertible Bonds</u>						
Due 2015 ( <i>Remark c</i> )	HK\$	HK\$2,000,000,000	Nil	HK\$2,000,000,000	Nil	373,831,776
Stock code (if listed)	N/A					
Class of shares issuable ( <i>Note 1</i> )	Ordinary shares					
Subscription price	HK\$5.35					
EGM approval date (if applicable) (dd/mm/yyyy)	N/A ( / / )					
<u>2. N/A</u>						
_____						
_____						
_____						
Stock code (if listed)	_____					
Class of shares issuable ( <i>Note 1</i> )	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
<u>3. N/A</u>						
_____						
_____						
_____						
Stock code (if listed)	_____					
Class of shares issuable ( <i>Note 1</i> )	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
<u>4. N/A</u>						
_____						
_____						
_____						
Stock code (if listed)	_____					
Class of shares issuable ( <i>Note 1</i> )	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
				Total C. (Ordinary shares)	Nil	
				(Preference shares)	N/A	
				(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A  _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )		
2. N/A  _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )		
3. N/A  _____ _____ _____ ( / / ) shares ( <i>Note 1</i> )		
Total D. (Ordinary shares) (Preference shares) (Other class)	N/A N/A N/A	

## Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
1.	Rights issue	At price : State currency	<u>N/A</u>	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	( / / )	( / / )
2.	Open offer	At price : State currency	<u>N/A</u>	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	( / / )	( / / )
3.	Placing	At price : State currency	<u>N/A</u>	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	( / / )	( / / )
4.	Bonus issue		<u>N/A</u>	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	( / / )	( / / )

For Main Board and GEM listed issuers

				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
Type of Issue						
5.	Scrip dividend	At price : State currency	<u>N/A</u>	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	  _____
6.	Repurchase of shares		<u>N/A</u>	Class of shares repurchased (Note 1) Cancellation date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	  _____
7.	Redemption of shares		<u>N/A</u>	Class of shares redeemed (Note 1) Redemption date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	  _____
8.	Consideration issue	At price : State currency	<u>N/A</u>	Class of shares issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	  _____



## For Main Board and GEM listed issuers

				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue					
9. Capital reorganisation			Class of shares issuable (Note 1)	_____	
			Issue and allotment date : (dd/mm/yyyy)	( / / )	
		<u>N/A</u>	EGM approval date: (dd/mm/yyyy)	( / / )	
10. Other (Please specify)	At price :	State currency	Class of shares issuable (Note 1)	_____	
			Issue and allotment date : (dd/mm/yyyy)	( / / )	
			EGM approval date: (dd/mm/yyyy)	( / / )	
				Total E. (Ordinary shares)	<u>N/A</u>
				(Preference shares)	<u>N/A</u>
				(Other class)	<u>N/A</u>

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>30,000</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i>		

Remarks (if any):

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a. On 13 July 2009, SJM Holdings Limited (the “**Issuer**”) granted share options to participants which entitled them to subscribe for a total of 166,700,000 ordinary shares of the Issuer under the share option scheme.

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The vesting period for all of the share options is six months from the date of grant, except the vesting period for share options in respect of 30,000,000 shares is 1/3 vesting on 13 January 2010, then 1/3 vesting on each of the first and second anniversaries of such date. During the period from date of grant to 28 February 2010, an aggregate of 1,480,000 shares of the Issuer were issued and allotted and no options granted had been cancelled or lapsed under this batch of share options.

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b. On 7 October 2009, the Issuer granted share options to a participant which entitled him to subscribe for a total of 1,200,000 ordinary shares of the Issuer under the share option scheme. The vesting period for all of the share options is six months from the date of grant. During the period from date of grant to 28 February 2010, no options had been vested to the participant under this batch of share options.

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c. On 28 October 2009, Champion Path Holdings Limited (a wholly-owned subsidiary of the Issuer) (“**Champion Path**”) issued an aggregate principal amount of \$2,000,000,000 in Hong Kong Dollar denominated zero coupon guaranteed convertible bonds due 2015 convertible into shares of the Issuer (the “**Bonds**”). The Issuer has agreed to guarantee payment of all sums payable in relation to such Bonds.

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Submitted by: Kwok Shuk Chong

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

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Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*