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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)

**VOLUNTARY ANNOUNCEMENT–
CONNECTED TRANSACTION
IN RELATION TO
THE TRANSFERS OF DEPARTMENTS FROM THE STDM GROUP
TO THE GROUP**

This is a voluntary announcement made by the Company.

The Board is pleased to announce that SJM and STDM have entered into the Macau Departments Transfer Agreements on 20 November 2011 and SJM, STDM and a wholly-owned subsidiary of STDM will enter into the Hong Kong Department Transfer Agreement by November 2011. Pursuant to the Transfer Agreements, SJM will, or will procure its subsidiary to, take over the operation of the Departments on the Transfer Date. The takeover will involve, among other things, (i) transfer of employment contracts of certain Employees of the relevant Departments to SJM or its subsidiary; (ii) entering into or assignment of lease agreements between SJM or its subsidiary and STDM; (iii) acquisition of certain assets of the Departments from STDM; and (iv) assignment of certain business contracts to SJM or its subsidiary.

The Board considers that the services provided by the Departments are a necessary component of the Group's business. After completion of the Proposed Transfer, it is expected that a substantial number of continuing connected transactions between the Group and the STDM Group in relation to the aforesaid services can be eliminated. Moreover, the Proposed Transfer is anticipated to lead to an improvement in the Departments' operating efficiency as their operations can be streamlined with the Group's existing operations following assumption of full control by the Group.

As STDM is a controlling Shareholder of the Company holding approximately 55.23% interest in issued share capital of the Company, STDM and other members of the STDM Group are connected persons of the Company under the Listing Rules. Accordingly, the transactions contemplated under the Transfer Agreements constitute connected transactions for the Company under the Listing Rules. Given all applicable percentage ratios as defined in the Listing Rules (other than the profits ratio) of the Proposed Transfer are less than 0.1% and the terms of the Proposed Transfer are on normal commercial terms, the Proposed Transfer is exempt from all reporting, announcement and independent Shareholders' approval requirements under the Listing Rules.

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INTRODUCTION

Reference is made to the announcement of the Company dated 19 June 2011 regarding, among other things, the mutual intention of the Company and STDM that the Group to take over the operation of certain of the departments of the STDM Group which were providing various services to the Group.

The Board is pleased to announce that SJM and STDM have entered into the Macau Departments Transfer Agreements on 20 November 2011 and SJM, STDM and a wholly-owned subsidiary of STDM will enter into the Hong Kong Department Transfer Agreement by November 2011. Pursuant to the Transfer Agreements, SJM will, or will procure its subsidiary to, take over the operation of the Departments on the Transfer Date. The takeover will involve, among other things, (i) transfer of employment contracts of certain Employees of the relevant Departments to SJM or its subsidiary; (ii) entering into or assignment of lease agreements between SJM or its subsidiary and STDM; (iii) acquisition of certain assets of the Departments from STDM; and (iv) assignment of certain business contracts to SJM or its subsidiary.

THE TRANSFER AGREEMENTS

Date:	20 November 2011 (for the Macau Departments Transfer Agreements) and by November 2011 (for Hong Kong Department Transfer Agreement)
Parties:	SJM and STDM and/or a wholly-owned subsidiary of STDM
Transfer of the Employees from STDM to SJM:	SJM and STDM will procure the transfer of certain Employees from STDM to SJM or its subsidiary subject to the terms and conditions as set out in the Transfer Agreements. The Employees to be transferred are currently working at the departments of the STDM Group, namely (i) property and works department; (ii) Macau service department; (iii) public relations secretariat department; (iv) electrical and mechanical engineering department; (v) warehouse department; (vi) transportation service department; and (vii) Hong Kong service department.
Uses of premises currently occupied by the Departments:	For certain premises currently occupied by the Departments, (i) SJM or its subsidiary will enter into lease agreements whereby SJM or its subsidiary will become the lessee in respect of the premises; (ii) SJM or its subsidiary will continue the existing leases which SJM or its subsidiary is currently the lessee of the premises; or (iii) STDM's position as lessee of the premises shall be assigned to SJM or its subsidiary at no cost.
Transfer of assets:	Certain assets of the Departments shall be transferred to SJM or its subsidiary for an agreed consideration with reference to net book value of the subject assets or at market valuation for vehicles held by transportation service department.
Assignment of business contracts:	Certain business contracts entered into by the Departments shall be assigned to SJM or its subsidiary at no cost, subject to the consent of the relevant counterparty.

REASONS FOR AND BENEFITS OF THE PROPOSED TRANSFER

The Group's core business is the development and operation of casinos and related facilities in Macau. The Board considers that the services provided by the Departments are a necessary component of the Group's business. After completion of the Proposed Transfer, it is expected that a substantial number of continuing connected transactions between the Group and the STDM Group in relation to the aforesaid services can be eliminated. Moreover, the Proposed Transfer is anticipated to lead to an improvement in the Departments' operating efficiency as their operations can be streamlined with the Group's existing operations following assumption of full control by the Group.

LISTING RULES IMPLICATIONS

As STDM is a controlling Shareholder of the Company holding approximately 55.23% interest in issued share capital of the Company, STDM and other members of the STDM Group are connected persons of the Company under the Listing Rules. Accordingly, the transactions contemplated under the Transfer Agreements constitute connected transactions for the Company under the Listing Rules. Given all applicable percentage ratios as defined in the Listing Rules (other than the profits ratio) of the Proposed Transfer are less than 0.1% and the terms of the Proposed Transfer are on normal commercial terms, the Proposed Transfer is exempt from all reporting, announcement and independent Shareholders' approval requirements under the Listing Rules.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise.

“Board”	:	the board of Directors
“Company”	:	SJM Holdings Limited, a company incorporated in Hong Kong with limited liability, the ordinary shares of which are listed on the Stock Exchange
“connected person(s)”	:	has the meaning ascribed to it in the Listing Rules
“Departments”	:	eight departments of STDM, namely (i) property and works department; (ii) Macau service department; (iii) public relations secretariat department; (iv) public relations (wharf) department; (v) electrical and mechanical engineering department; (vi) warehouse department; (vii) transportation service department; and (viii) Hong Kong service department
“Director(s)”	:	the director(s) of the Company
“Employees”	:	the employees in the Departments who are currently providing services to the Group
“Group”	:	the Company and its subsidiaries

“Hong Kong”	:	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Department Transfer Agreement”	:	the agreement to be entered into between SJM and STDM and its wholly-owned subsidiary by November 2011 in relation to the proposed transfer of Hong Kong service department
“Listing Rules”	:	The Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	:	the Macau Special Administrative Region of the People’s Republic of China
“Macau Departments Transfer Agreements”	:	the agreements entered into between SJM and STDM dated 20 November 2011 in relation to the proposed transfers of seven departments of STDM, namely (i) property and works department; (ii) Macau service department; (iii) public relations secretariat department; (iv) public relations (wharf) department; (v) electrical and mechanical engineering department; (vi) warehouse department; and (vii) transportation service department
“Proposed Transfer”	:	the proposed transfer of the Departments from the STDM Group to the Group pursuant to the Transfer Agreements
“Shareholder(s)”	:	holder(s) of the ordinary share(s) of HK\$1.0 each in the share capital of the Company
“SJM”	:	Sociedade de Jogos de Macau, S.A., a joint stock company “ <i>sociedade anónima</i> ” incorporated under the laws of Macau and a subsidiary of the Company
“STDM”	:	Sociedade de Turismo e Diversões de Macau, S.A., a joint stock company “ <i>sociedade anónima</i> ” incorporated under the laws of Macau and a controlling Shareholder of the Company
“STDM Group”	:	STDM and its associates (as defined in the Listing Rules), other than the Group
“Stock Exchange”	:	The Stock Exchange of Hong Kong Limited
“Transfer Agreements”	:	the Macau Departments Transfer Agreements and the Hong Kong Department Transfer Agreement

- “Transfer Date” : 1 January 2012, being the date of the formal transfer of the Departments unless a different date to be mutually agreed between SJM and STDM
- “HK\$” : Hong Kong dollar(s), the lawful currency of Hong Kong
- “%” : per cent.

By order of the Board
SJM Holdings Limited
So Shu Fai
Executive Director and Chief Executive Officer

Hong Kong, 20 November 2011

As at the date of this announcement, the executive Directors are Dr. Ho Hung Sun, Stanley, Dr. So Shu Fai, Mr. Ng Chi Sing, Mr. Rui José da Cunha, Ms. Leong On Kei, Angela, Mr. Shum Hong Kuen, David and Mr. Fok Tsun Ting, Timothy, the non-executive Director is Dato' Dr. Cheng Yu Tung and the independent non-executive Directors are Mr. Chau Tak Hay, Mr. Lan Hong Tsung, David, Mr. Shek Lai Him, Abraham and Mr. Tse Hau Yin.