HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>31/05/2017</u>

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | SJM Holdings Limited | |
|----------------|----------------------|--|
| Date Submitted | 5 June 2017 | |

I. Movements in Authorised Share Capital

| (1) Stock code : <u>00880</u> Descrip | tion : Ordinary | shares | |
|---------------------------------------|------------------------|----------------------------------|---|
| | No. of ordinary shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | N/A | N/A | N/A |
| Increase/(decrease) | N/A | - | N/A |
| Balance at close of the month | N/A | N/A | N/A |
| (2) Stock code : <u>N/A</u> Descrip | tion : | | |
| | 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> Des | cription : | | |
|-------------------------------------|--------------------------|----------------------------------|---|
| | No. of preference shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| | | | |
| Balance at close of the month | | | |

3. Other Classes of Shares

| Stock code : | N/A | Description : | | | |
|------------------------|----------|---------------|----------------------|----------------------------------|---|
| | | | f other of shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close of pa | receding | nonth | | | |
| Increase/(decrease) | | | | | |
| Balance at close of th | ne month | | | | |

Total authorised share capital at the end of the month (*State currency*) : _____N/A

II. Movements in Issued Share Capital

| | No. of ordin | | | No. of other classes |
|--|---------------|-----|--------|----------------------|
| | (1) | (2) | shares | of shares |
| Balance at close of preceding month | 5,657,179,293 | N/A | N/A | N/A |
| Increase/ (decrease) during the month | 200,000 | N/A | N/A | N/A |
| Balance at close of the month | 5,657,379,293 | N/A | N/A | N/A |

III. Details of Movements in Issued Share Capital

| Particulars of share option scheme | | | | | No. of new shares of issuer issued during the month pursuant | No. of new shares of issuer which may be | |
|---|---------|------------------|----------------|--------------|--|---|--|
| including EGM approval date | | | | | thereto | issued pursuant thereto as at close of | |
| (dd/mm/yyyy) and | | Movement due | ring the month | | liereto | the month | |
| class of shares | | | | | | uic monui | |
| issuable | Granted | Exercised | Cancelled | Lancad | | | |
| Share Option | Granteu | Exercised | Calicelleu | Lapsed | | | |
| Scheme adopted on 13/05/2009 Ordinary shares (<i>Note 1</i>) | | | | | | | |
| (i) Exercise price (July 2009) | | | | | | | |
| HK\$2.82 | N/A | 200,000 | Nil | Nil | Nil | 4,940,000 (Remark a | |
| (ii) Exercise price (October 2009) | | | , | | | · · · · | |
| HK\$4.48 | N/A | Nil | Nil | Nil | Nil | Ni (Remark b | |
| (iii) Exercise price (May 2010) | | | | | | | |
| HK\$5.11 | N/A | Nil | Nil | Nil | Nil | Ni (Remark c | |
| (iv) Exercise price (May 2010) | | | , | | | | |
| HK\$5.03 | N/A | Nil | Nil | Nil | Nil | 260,000 (Remark d | |
| (v) Exercise price (August 2010) | | | | | | | |
| HK\$7.48 | N/A | Nil | Nil | Nil | Nil | 3,000,000 (Remark e | |
| (vi) Exercise price (March 2011) | | | | | | | |
| HK\$12.496 | N/A | Nil | Nil | Nil | Nil | 7,000,00 (Remark f | |
| (vii) Exercise price (October 2013) | | | | | | | |
| HK\$22.00 | N/A | Nil | Nil | 150,000 | Nil | 47,364,000 (Remark g | |
| (viii) Exercise price (June 2015) | | | | | | | |
| HK\$9.826 | N/A | Nil | Nil | 34,000 | Nil | 126,194,000 (Remark h | |
| (ix) Exercise price (May 2016) | | | | | | · | |
| HK\$4.89 | N/A | Nil | Nil | Nil | Nil | 3,000,000 (Remark i | |
| Sub-total: | Nil | 200,000 | Nil | 184,000 | Nil | 191,758,000 | |
| | | Т | otal A. (Ordin | ary shares) | 200,000 | | |
| | | 1 | | nce shares) | <u> </u> | | |
| | | | | Other class) | <u> </u> | | |
| otal funds raised during ptions (State currency | | from exercise of | 2 | K\$564,000 | | | |

| Warrants to Issue Shares of the Is Description of warrants (Date of expiry - dd/mm/yyyy) | | 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 | | | | | | |
| (if applicable) | | | | | | |
| (dd/mm/yyyy) 2. N/A | (/ / |) | | | | |
| | - | | | | | |
| (/ /) Stack as do (if listed) | | | | | | |
| Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A | (/ / |) | | | | |
| | - | | | | | |
| (/ /) | | . <u></u> | | | | <u> </u> |
| Stock code (if listed) Class of shares | | | | | | |
| issuable (<i>Note 1</i>) | | | | | | |
| Subscription price | | | | | | |
| (if applicable) (dd/mm/yyyy) | (|) | | | | |
| 4. N/A | (/ / |) | | | | |
| | - | | | | | |
| (/ /) | | | | | | |
| Stock code (if listed) Class of shares | | | | | | |
| issuable (<i>Note 1</i>) | | | | | | |
| Subscription price EGM approval date (if applicable) | | | | | | |
| (dd/mm/yyyy) | (/ / |) | | | | |
| | | Tota | | nary shares) ence shares) | N/A N/A | - |
| | | | | Other class) | N/A N/A | |

| Convertibles (i.e. Convertible i | | 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 |
|---|-------------|--|----------------------------------|------------------------------------|--|--|
| 1. N/A | outstunding | month | monui | the month | | |
| | | | | | | |
| Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy)) | (/ /) |) | | | | |
| <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.</u> N/A | _ | | | | | |
| Stock code (if listed) Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) |) | C (Ordinarra | (choroc) | 1/ 4 | |
| | | Total | C. (Ordinary (Preference | | V/A V/A | |
| | | | | | V/A | - |

| 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 (Note 1) | | |
| | | |
| 2. N/A | | |
| | | |
| | | |
| | | |
| shares (Note 1) | | |
| | | |
| 3. N/A | | |
| | | |
| | | |
| | | |
| shares (Note 1) | | |
| | | |
| Total D. (Ordinary shares) | N/A | |
| (Preference shares) | N/A | |
| (Other class) | N/A N/A | |
| (Other class) | 1N/A | |
| | 1 | |

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

| | | issued Share Capital | | | | | 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 | | | Class of shares issuable | | | | montin |
| | | | | (Note 1) | | | | |
| 1. | Rights issue | At price : State currency | N/A | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | | |
| | | | | Class of shares issuable (<i>Note 1</i>) | | | | |
| 2. | Open offer | At price : State currency | N/A | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | | |
| | | | | Class of shares issuable (Note 1) | | | | |
| 3. | Placing | At price : State currency | N/A | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | | · · · · · · · · · · · · · · · · · · · |
| | | | | Class of shares issuable (Note 1) | | | | |
| 4. | Bonus issue | | N/A | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | | |
| | | | | | | | | |
| | | | | | | | | |

| 5. 8 | Scrip dividend | 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) | (/ / | | | |
|------|----------------------|------------------------------|--------------|---|-------|---|---|--|
| 5. 5 | Scrip dividend | At price : State currency | , <u>N/A</u> | Issue and allotment date : (dd/mm/yyyy) EGM approval date: | | | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | , | | |
| | | | | | | | | |
| | | | | Class of shares repurchased (Note 1) | | | | |
| | Repurchase of shares | | N/A | Cancellation date : (dd/mm/yyyy) | (/ / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | | |
| | | | | Class of shares redeemed (Note 1) | | | | |
| | Redemption of shares | | N/A | Redemption date : (dd/mm/yyyy) | (/ / | | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | _ | |
| | | | | | | | | |
| | | | | Class of shares issuable (Note 1) | | | | |
| 8. C | Consideration issue | At price : State currency | <u>N/A</u> | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | _ | |
| | | | | | | | | |
| | | | | | | | | |

| | 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 |
|-----|---------------------------|--------------------------------|-----|---|---|--|---|
| 9. | Capital reorganisation | - | N/A | Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: | ; (//) (//) | | |
| | | | | (dd/mm/yyyy) | | | |
| 10. | Other (Please specify) | At price : State currency - | N/A | Class of shares issuable (<i>Note 1</i>) Issue and allotment | (/ /) | | |
| | | | | date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy) | (/ /) | | |
| | | | | | Ordinary shares reference shares (Other class | s) N/A | |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | 200,000 | | | |
|--|-----|---------|--|--|--|
| | (2) | N/A | | | |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | N/A | | | |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | N/A | | | |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) | | | | | |

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. 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 31 May 2017, an aggregate of 161,760,000 shares of the Issuer were issued and allotted and no options granted had been cancelled or lapsed under this batch of share options.

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. The said 1,200,000 shares of the Issuer were issued and allotted in June 2010.

c. On 19 May 2010, the Issuer granted share options to a participant which entitled her to subscribe for a total of 1,500,000 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 30 April 2015, the said 1,500,000 shares of the Issuer were issued and allotted.

d. On 26 May 2010, the Issuer granted share options to certain participants which entitled them to subscribe for a total of 500,000 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 31 May 2017, an aggregate of 240,000 shares of the Issuer were issued and allotted and no options granted had been cancelled or lapsed under this batch of share options.

e. On 31 August 2010, the Issuer granted share options to directors which entitled them to subscribe for
a total of 5,000,000 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
31 May 2017, an aggregate of 2,000,000 shares of the Issuer were issued and allotted and no options
granted had been cancelled or lapsed under this batch of share options.

f. On 17 March 2011, the Issuer granted share options to directors which entitled them to subscribe for
a total of 116,000,000 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
31 May 2017, an aggregate of 109,000,000 shares of the Issuer were issued and allotted and no options
granted had been cancelled or lapsed under this batch of share options.

g. On 8 October 2013, the Issuer granted share options to a director and certain participants which entitled them to subscribe for a total of 50,460,000 ordinary shares of the Issuer under the share option scheme. The vesting period for share options in respect of 47,460,000 shares is approximately 34% vesting on six months from the grant date, approximately 33% vesting on one year and six months from the grant date, and the remaining 33% vesting on two years and six months from the grant date. The vesting period for share options in respect of 3,000,000 shares is approximately 34% vesting on one year from the grant date, then approximately 16.5% vesting on two years, three years, four years and five years from the grant date respectively. During the period from date of grant to 31 May 2017, no shares of the Issuer were issued or allotted and no options granted had been cancelled, and an aggregate of 3,096,000 share options had been lapsed under this batch of share options.

h. On 15 June 2015, the Issuer granted share options to directors and certain participants which entitled them
to subscribe for a total of 126,725,000 ordinary shares of the Issuer under the share option scheme. The
vesting period for all of the share options is approximately 33.37% vesting on six months from the grant date,
approximately 33.37% vesting on one year and six months from the grant date, and the remaining 33.26%
vesting on two years and six months from the grant date. During the period from date of grant to
31 May 2017, no shares of the Issuer were issued or allotted and no options granted had been cancelled,
and an aggregate of 531,000 share options had been lapsed under this batch of share options.

i. On 11 May 2016, the Issuer granted share options to a participant which entitled him to subscribe for a total of 3,000,000 ordinary shares of the Issuer under the share option scheme. The vesting period for all of the share options is approximately 33.34% vesting on six months from the grant date, approximately 33.33% vesting on one year and six months from the grant date, and the remaining 33.33% vesting on two years and six months from the grant date. During the period from date of grant to 31 May 2017, no shares of the Issuer were issued or allotted and no options granted had been cancelled or lapsed under this batch of share options.

Submitted by: Kwok Shuk Chong

Title:

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

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.