

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

For the month ended (dd/mm/yy	yyy): <u>30/11/2017</u>				
To: Hong Kong Exchanges and C	learing Limited				
Name of Issuer SJM Holdings Limited					
Date Submitted 6	December 2017		_		
I. Movements in Authorised Share	e Capital				
1. Ordinary Shares					
(1) Stock code :00880 [	Description : Ordinary	y shares			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of preceding mor	nth 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 : N/A I	Description:		_		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of preceding mor	nth				
Increase/(decrease)					
Balance at close of the month					

Stock code : N/A Descri	iption:		
	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 Descri	iption:		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
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 of	currency):	N/A

# II. Movements in Issued Share Capital

	No. of ordir	nary shares	No. of preference No. of other class		
	(1)	(2)	shares	of shares	
Balance at close of preceding month	5,657,379,293	N/A	N/A	N/A	
Increase/ (decrease) during the month	750,000	N/A	N/A	N/A	
Balance at close of the month	5,658,129,293	N/A	N/A	<u>N/A</u>	

### III. Details of Movements in Issued Share Capital

hare Options (under S Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares			ring 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
issuable	Granted	Exercised	Cancelled	Lapsed		
Share Option Scheme adopted on 13/05/2009 Ordinary shares (Note 1)				•		
(i) Exercise price (July 2009)						
HK\$2.82	N/A	750,000	Nil	Nil	750,000	4,190,00 (Remark)
(ii) Exercise price (October 2009)						N
HK\$4.48	N/A	Nil	Nil	Nil	Nil	N (Remark
(iii) Exercise price (May 2010)						
HK\$5.11	N/A	Nil	Nil	Nil	Nil	N (Remark
(iv) Exercise price (May 2010)						260.0
HK\$5.03	N/A	Nil	Nil	Nil	Nil	260,0 (Remark
(v) Exercise price (August 2010)						
HK\$7.48	N/A	Nil	Nil	Nil	Nil	3,000,0 ( <i>Remark</i>
(vi) Exercise price (March 2011)						7,000,0
HK\$12.496	N/A	Nil	Nil	Nil	Nil	7,000,0 (Remark
(vii) Exercise price (October 2013)			<del></del>			46.040.6
HK\$22.00	N/A	Nil	Nil	Nil	Nil	46,840,0 (Remark
(viii) Exercise price (June 2015)						
HK\$9.826	N/A	Nil	Nil	45,000	Nil	125,949,0 (Remark
(ix) Exercise price (May 2016)						2,000 (
HK\$4.89	N/A	Nil	Nil	Nil	Nil	3,000,0 (Remark
(x) Exercise price (Jun 2017)						3,000,0
HK\$8.33	N/A	Nil	Nil	Nil	Nil	(Remark
Sub-total:	N/A	750,000	Nil	45,000	750,000	193,239,0
				ence shares)	750,000 N/A	
			('	Other class)	N/A	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new shares of No. of new shares of issuer which issuer issued during the may be issued pursuant thereto month Currency of Amount at close Converted Amount pursuant as at close of the amount of preceding during the at close of thereto month Class and description outstanding month month 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)) 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) N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Total C. (Ordinary shares) N/A (Preference shares) N/A N/A (Other class)

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

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		
	1	
	-	
-		
shares (Note 1)		
2. N/A		
2. 1\(\frac{1}{\text{K}}\)	-	
( / / )		
shares (Note 1)	1	
		-
3. N/A		
3. <u>1\/A</u>	-	
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

	Type of Issue	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				
				(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 (Note 1)		_		
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)	( / /	)		

	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
				Class of shares issuable (Note 1)				
5.	Scrip dividend	At price : State currency	N/A	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				Class of shares repurchased (Note 1)				
6.	Repurchase of shares		N/A	Cancellation date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				Class of shares redeemed ( <i>Note 1</i> )				
7.	Redemption of shares		N/A	Redemption date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				Class of shares issuable (Note 1)				
8.	Consideration issue	At price : State currency	N/A	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
				Class of shares issual (Note 1)	ble	_		
9.	Capital			Issue and allotment date: (dd/mm/yyyy)	( / /	)		
	reorganisation		N/A	EGM approval date: (dd/mm/yyyy)	( / /	)		
				Class of shares issual (Note 1)	ble			
10.	Other (Please specify)	At price : State currency	N/A	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				Total E.	(Ordinary s (Preference s (Other	hares	N/A	<u> </u>
Т	otal increase / (decrea	ase) in ordinary shares	during th	e month (i.e. Total of A	to E):	(1	75	60,000
						(2	2)	N/A
Т	otal increase / (decrea	ase) in preference share	s during	the month (i.e. Total of	A to E):		,	N/A

N/A

Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

#### Remarks (if any):

- 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 30 November 2017, an aggregate of 162,510,000 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 30 November 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 30 November 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 30 November 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 30 November 2017, no shares of the Issuer were issued or allotted and no options granted had been cancelled, and an aggregate of 3,620,000 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 30 November 2017, no shares of the Issuer were issued or allotted and no options granted had been cancelled, and an aggregate of 776,000 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 30 November 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.
- j. On 22 June 2017, the Issuer granted share options to a director which entitled her 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 30 November 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.*