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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

**CAPITAL INCREASE OF SJM RESORTS
AND
WAIVER FROM STRICT COMPLIANCE WITH THE LISTING RULES**

CAPITAL INCREASE OF SJM RESORTS

Reference is made to the announcement of the Company dated 27 November 2022 in relation to a provisional award of a new gaming concession to SJM Resorts by the Macau Government. In order to enter into a new gaming concession pursuant to the Macau Gaming Law, SJM Resorts is required to increase its issued share capital from MOP300 million to MOP5,000 million and to increase the issued share capital held by SJM Resorts MD from 10% to 15%. Since this involved a change in the capital structure of SJM Resorts, an extraordinary general meeting of the Company was held on 26 August 2022 to approve the change and the approval by those shareholders entitled to vote at such meeting was published by the Company on 26 August 2022.

Prior to the increase, the share capital of SJM Resorts has a total par value of MOP300 million divided into two categories, namely, Type A shares and Type B shares with a total par value of MOP270 million and MOP30 million, representing 90% and 10% of the then issued share capital of SJM Resorts, respectively. The Type A shares are directly and indirectly held by the Company whilst the Type B shares are held by the SJM Resorts MD (currently Ms. Daisy Ho) as required by the Macau gaming regulatory framework.

The Board is pleased to announce that SJM Resorts completed the registration of capital increase on 28 November 2022. Under the Subscription, the Company has provided additional capital of MOP4,700 million (being MOP5,000 million less MOP300 million) for both its Type A shares and Type B shares, which represents the entire additional capital. Following completion of the Subscription, the share capital of SJM Resorts now has a total par value of MOP5,000 million divided into Type A shares and Type B shares with the total par value of MOP4,250 million and MOP750 million, representing 85% and 15% of the issued share capital of SJM Resorts, respectively. Payment for the new Type A shares and Type B shares was made solely by the Company. The rights of Type A shares and Type B shares remain unchanged in all material respects. Ms. Daisy Ho has agreed that, among other things, she will transfer the Type B shares back to SJM Resorts at the amount of MOP1.00 in the event that she ceases to be the SJM Resorts MD.

Accordingly, the Company continues to be effectively entitled to a 100% economic interest in SJM Resorts and the Company will continue to fully consolidate the assets and the liabilities as well as the results of SJM Resorts in its consolidated accounts.

LISTING RULES IMPLICATIONS AND WAIVER GRANTED

As at the date of this announcement, since 15% of the issued share capital of SJM Resorts (i.e., the Type B shares) is held by Ms. Daisy Ho, who is a director of the Company and hence a connected person of the Company, and both the holders of the Type A shares and the Type B shares carry the same voting rights in accordance with the articles of association of SJM Resorts, Ms. Daisy Ho is therefore able to exercise 15% of the voting power at the SJM Resorts' general meeting. Accordingly, SJM Resorts falls within the meaning of "connected subsidiary" of the Company as defined under Rule 14A.16 of the Listing Rules and the Subscription constitutes a connected transaction for the Company under Rule 14A.24(6) of the Listing Rules. In addition, since Ms. Daisy Ho is a connected person of the Company, the payment by the Company for Ms. Daisy Ho's Type B shares constitutes a connected transaction for the Company under Rule 14A.25 of the Listing Rules.

Furthermore, new shares of SJM Resorts have been allotted and issued under the Subscription and the shareholding in SJM Resorts held by the Company (i.e. the Type A shares) has been reduced from 90% to 85% as a result, the Subscription constitutes a deemed disposal and a connected transaction for the Company as defined under Rule 14.29 and Rule 14A.24(1) of the Listing Rules, respectively.

The arrangements which resulted in the Subscription have been fully disclosed in the Company's circular to its shareholders convening an extraordinary general meeting of the Company dated 10 August 2022. The poll results of that extraordinary general meeting were announced on 26 August 2022.

In view of the above, the Stock Exchange has granted a waiver from strict compliance with Rules 14A.24(1), 14A.24(6), 14A.25 and 14.29 of the Listing Rules in respect of the Subscription for the reasons set out in the Company's announcement dated 26 August 2022.

DEFINITIONS

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

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| “Board” | : | the board of directors of the Company |
| “Company” | : | SJM Holdings Limited, a company incorporated in Hong Kong with limited liability, the ordinary shares of which are listed on the Stock Exchange |
| “Hong Kong” | : | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “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 Gaming Law” | : | Macau’s Gaming Law – Law No. 16/2001 published on 24 September 2001 as amended by Law No. 7/2022 and related regulations and administrative orders which regulate gaming activity in Macau |
| “Macau Government” | : | the government of Macau |
| “Ms. Daisy Ho” | : | Ms. Ho Chiu Fung, Daisy, the Chairman and an executive director of the Company and managing director of SJM Resorts |
| “SJM Resorts” | : | SJM Resorts, S.A. (in Portuguese) or SJM Resorts, Limited (in English) (name changed from Sociedade de Jogos de Macau, S.A. on 9 June 2021), a joint stock company “ <i>sociedade anónima</i> ” incorporated under the laws of Macau and a subsidiary of the Company |
| “SJM Resorts MD” | : | the managing director of SJM Resorts, being Ms. Ho Chiu Fung, Daisy |
| “Stock Exchange” | : | The Stock Exchange of Hong Kong Limited |
| “Subscription” | : | the subscription of the increase in the share capital of SJM Resorts of both Type A shares and Type B shares of SJM Resorts from MOP300 million to MOP5,000 million and payment for such made solely by the Company |

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| “Type A shares” | : | Type A shares of MOP100 each in the capital of SJM Resorts |
| “Type B shares” | : | Type B shares of MOP100 each in the capital of SJM Resorts |
| “MOP” | : | Macau Pataca(s), the lawful currency of Macau |
| “%” | : | per cent. |

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

Hong Kong, 13 December 2022

As at the date of this announcement, the executive directors of the Company are Ms. Ho Chiu Fung, Daisy, Mr. Fok Tsun Ting, Timothy, Deputada Leong On Kei, Angela, Dr. So Shu Fai, 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. Tse Hau Yin, Ms. Wong Yu Pok, Marina, Mr. Yeung Ping Leung, Howard and Mr. Ho Hau Chong, Norman.