



香港交易所

Monthly Return of Equity Issuer on Movements in Securities
For the month ended (dd/mm/yyyy) : 31/12/2009

To : Hong Kong Exchanges and Clearing Limited

 Name of Issuer SJM Holdings Limited

 Date Submitted 4 January 2010
I. Movements in Authorised Share Capital
1. Ordinary Shares

 (1) Stock code : 00880 Description : Ordinary shares

| | No. of ordinary shares | Par value (<i>State currency</i>) | Authorised share capital (<i>State currency</i>) |
|-------------------------------------|---------------------------|--|--|
| 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 (<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 | _____ | _____ | _____ |

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 | 5,000,000,000 | N/A | N/A | N/A |
| Increase/ (decrease) during the month | Nil | N/A | N/A | N/A |
| Balance at close of the month | 5,000,000,000 | 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 | Nil | Nil | Nil | Nil | 166,700,000 (Remark a) |
| (i) Exercise price (Oct 2009) HK\$4.48 | N/A | Nil | Nil | Nil | Nil | 1,200,000 (Remark b) |
| Sub-total: | N/A | Nil | Nil | Nil | Nil | 167,900,000 |
| 2. N/A (/ /) shares (Note 1) | | | | | | |
| 3. N/A (/ /) shares (Note 1) | | | | | | |
| | | | Total A. (Ordinary shares) | | Nil | |
| | | | (Preference shares) | | N/A | |
| | | | (Other class) | | N/A | |
| Total funds raised during the month from exercise of options (State currency) | | | | Nil | | |

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 |

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

| 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 | |
|---------------|----------------------|---------------------------|------------|---|---|-------|
| 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

| 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 _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 10. Other (Please specify) | 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) | _____ | _____ |
| 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>Nil</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):

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.

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.

c. As stated in the announcement of the Issuer dated 24 September 2009, the Issuer and Champion Path Holdings Limited (a wholly-owned subsidiary of the Issuer) (“**Champion Path**”) entered into a bond subscription agreement with Deutsche Bank AG, Hong Kong Branch (the “**Lead Manager**”), whereby the Lead Manager has agreed to subscribe and pay for, or procure subscribers to subscribe and pay for, the bonds to be issued by Champion Path in an aggregate principal amount of HK\$2,000,000,000 (the “**Bonds**”). The Issuer agreed to guarantee payment of all sums payable in relation to such Bonds.

Please refer to the announcement of the Issuer on 24 September 2009 for further details.

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.*