HKEX
香港交易所

Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 July 2025 Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: SJM Holdings Limited

Date Submitted: 01 August 2025

I. Movements in Authorised / Registered Share Capital Not applicable

II. Movements in Issued Shares and/or Treasury Shares

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	00880	Description				

	Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares
Balance at close of preceding month	7,101,805,366	0	7,101,805,366
Increase / decrease (-)	0	0	
Balance at close of the month	7,101,805,366	0	7,101,805,366

III. Details of Movements in Issued Shares and/or Treasury Shares

(A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	00880	Description				

Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month	Number of share options outstanding at close of the month	Number of new shares issued during the month pursuant thereto (A1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (A2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month	The total number of shares which may be issued or transferred out of treasury upon exercise of all share options to be granted under the scheme at close of the month
1). Exercise price (July 2009) HK$2.82 (Remarks a & b)	0		0	0	0	0	0
General Meeting approval date (if applicable) 13 May 2009							
2). Exercise price (October 2009) HK$4.48 (Remarks a & c)	0		0	0	0	0	0
General Meeting approval date (if applicable) 13 May 2009							
3). Exercise price (May 2010) HK$5.11 (Remarks a & d)	0		0	0	0	0	0
General Meeting approval date (if applicable) 13 May 2009							
4). Exercise price (May 2010) HK$5.03 (Remarks a & e)	0		0	0	0	0	0
General Meeting approval date (if applicable) 13 May 2009							
5). Exercise price (August 2010) HK$7.48 (Remarks a & f)	0		0	0	0	0	0
General Meeting approval date (if applicable) 13 May 2009							

6).	Exercise price (March 2011) HK$12.496 (Remarks a & g)	0			0	0	0	0	0
General Meeting approval date (if applicable)	13 May 2009								
7).	Exercise price (October 2013) HK$20.56 (Remarks a & h)	0			0	0	0	0	0
General Meeting approval date (if applicable)	13 May 2009								
8).	Exercise price (June 2015) HK$9.18 (Remarks a & i)	0			0	0	0	0	0
General Meeting approval date (if applicable)	13 May 2009								
9).	Exercise price (May 2016) HK$4.89 (Remarks a & j)	0			0	0	0	0	0
General Meeting approval date (if applicable)	13 May 2009								
10).	Exercise price (June 2017) HK$7.79 (Remarks a & k)	1,605,000			1,605,000	0	0	1,605,000	0
General Meeting approval date (if applicable)	13 May 2009								
11).	Exercise price (June 2018) HK$9.59 (Remarks a & l)	3,210,000			3,210,000	0	0	3,210,000	0
General Meeting approval date (if applicable)	13 May 2009								

Increase in issued shares (excluding treasury shares): 0 Ordinary shares (AA1)

Decrease in treasury shares: 0 Ordinary shares (AA2)

Total funds raised during the month from exercise of options: HKD 0

(B). Warrants to Issue Shares of the Issuer	Not applicable

(C). Convertibles (i.e. Convertible into Shares of the Issuer)

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	00880	Description				

	Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month			Amount at close of the month	Number of new shares issued during the month pursuant thereto (C1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (C2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month
1).	Hong Kong Dollar Denominated 2.0% per annum Convertible Bonds due on 2027	HKD	1,906,000,000				1,906,000,000	0	0	504,232,804

Type of the Convertibles	Bond/Notes
Stock code of the Convertibles (if listed on the Exchange) (Note 1)	
Subscription/Conversion price	HKD 3.78
General Meeting approval date (if applicable)	22 June 2022

Increase in issued shares (excluding treasury shares): 0 Ordinary shares (CC1)

Decrease in treasury shares: 0 Ordinary shares (CC2)

Remarks:

As a result of the Rights Issue completed on 21 September 2022, the conversion price of the Convertible Bonds has been adjusted from HK$4.07 per conversion share to HK$3.78 per conversion share and the number of shares to be issued upon full exercise of the conversion rights attaching to all the outstanding Convertible Bonds has been adjusted from 468,304,668 to 504,232,804 (i.e. increase of 35,928,136) with effect from 22 September 2022.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer, including Options (other than Share Option Schemes) Not applicable

(E). Other Movements in Issued Shares and/or Treasury Shares Not applicable

Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1):	0	Ordinary shares
Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2):	0	Ordinary shares

IV. Information about Hong Kong Depositary Receipt (HDR)

Not applicable

V. Confirmations Not applicable

Remarks:

a. The total number of shares of SJM Holdings Limited (the "Issuer") which may be issued upon exercise of all share options must not in aggregate exceed 10% of the nominal amount of the issued share capital of the Issuer as at 13 May 2009 (that is, 500,000,000 shares). Since the Share Option Scheme lapsed on 13 May 2019, no further share options can be granted thereunder. However, the outstanding share options granted under the Share Option Scheme shall continue to be valid and exercisable up to the end of the relevant exercise periods.

b. On 13 July 2009, 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 January 2019, the said 166,700,000 shares of the Issuer were issued and allotted.

c. 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.

d. 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.

e. 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 2019, the said 500,000 shares of the Issuer were issued and allotted.

f. 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 29 February 2020, the said 5,000,000 shares of the Issuer were issued and allotted.

g. 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 September 2020, an aggregate of 109,000,000 shares of the Issuer were issued and allotted and no options granted had been cancelled, and an aggregate of 7,000,000 share options had been lapsed under this batch of share options.

h. 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. As a result of the Rights Issue completed on 21 September 2022, the exercise price of the outstanding share options has been adjusted from HK$22 per share to HK$20.56 per share and the number of shares to be issued upon exercise of the outstanding share options under the share option scheme has been adjusted from 34,158,000 to 36,549,060 (i.e. increase of 2,391,060) with effect from 22 September 2022. During the period from date of grant to 30 April 2023, no shares of the Issuer were issued or allotted and no options granted had been cancelled, and an aggregate of 52,851,060 share options had been lapsed under this batch of share options.

i. 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. As a result of the Rights Issue completed on 21 September 2022, the exercise price of the outstanding share options has been adjusted from HK$9.826 per share to HK$9.18 per share and the number of shares to be issued upon exercise of the outstanding share options under the

share option scheme has been adjusted from 109,075,000 to 116,710,250 (i.e. increase of 7,635,250) with effect from 22 September 2022. During the period from date of grant to 31 December 2024, an aggregate of 11,365,000 shares of the Issuer were issued or allotted and no options granted had been cancelled, and an aggregate of 122,995,250 share options had been lapsed under this batch of share options.

j. 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 December 2020, the said 3,000,000 shares of the Issuer were issued or allotted.

k. 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. As a result of the Rights Issue completed on 21 September 2022, the exercise price of the outstanding share options has been adjusted from HK$8.33 per share to HK$7.79 per share and the number of shares to be issued upon exercise of the outstanding share options under the share option scheme has been adjusted from 1,500,000 to 1,605,000 (i.e. increase of 105,000) with effect from 22 September 2022. During the period from date of grant to 31 July 2025, an aggregate of 1,500,000 shares of the Issuer were issued or allotted and no options granted had been cancelled or lapsed under this batch of share options.

l. On 21 June 2018, 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. As a result of the Rights Issue completed on 21 September 2022, the exercise price of the outstanding share options has been adjusted from HK$10.26 per share to HK$9.59 per share and the number of shares to be issued upon exercise of the outstanding share options under the share option scheme has been adjusted from 3,000,000 to 3,210,000 (i.e. increase of 210,000) with effect from 22 September 2022. During the period from date of grant to 31 July 2025, 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. The Exchange refers to The Stock Exchange of Hong Kong Limited.

2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".

   In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".

3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.

4. Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.

5. “Identical” means in this context:

   - the securities are of the same nominal value with the same amount called up or paid up;
   - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
   - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.