

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

For the month ended (dd/mm/yyyy) : 30/09/2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer SJM Holdings Limited

Date Submitted 4 October 2018

**I. Movements in Authorised Share Capital**

**1. Ordinary Shares**

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

## 2. Preference Shares

|                                     |       |                     |                          |   |
|-------------------------------------|-------|---------------------|--------------------------|---|
| Stock code : _____                  | N/A   | Description : _____ |                          |   |
|                                     |       |                     | No. of preference shares | Par value<br>( <i>State currency</i> )                |
|                                     |       |                     |                          | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month | _____ | _____               | _____                    | _____   |
| Increase/(decrease)                 | _____ | _____               | _____                    | _____   |
| Balance at close of the month       | _____ | _____               | _____                    | _____   |

## 3. Other Classes of Shares

|                                     |       |                     |                                |   |
|-------------------------------------|-------|---------------------|--------------------------------|---|
| Stock code : _____                  | N/A   | Description : _____ |                                |   |
|                                     |       |                     | No. of other classes of shares | Par value<br>( <i>State currency</i> )                |
|                                     |       |                     |                                | Authorised share capital<br>( <i>State currency</i> ) |
| 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 currency*) : \_\_\_\_\_ N/A

## 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   | <u>5,659,319,293</u>   | <u>N/A</u> | <u>N/A</u>               | <u>N/A</u>                     |
| Increase/ (decrease) during the month | <u>300,000</u>         | <u>N/A</u> | <u>N/A</u>               | <u>N/A</u>                     |
| Balance at close of the month         | <u>5,659,619,293</u>   | <u>N/A</u> | <u>N/A</u>               | <u>N/A</u>                     |

## 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                     |  |   |
| Share Option Scheme adopted on 13/05/2009<br>Ordinary shares<br>(Note 1)                                 |                           |           |           |                            |  |   |
| (i) Exercise price (July 2009)<br>HK\$2.82   | N/A                       | 300,000   | Nil       | Nil                        | 300,000  | 3,490,000<br>(Remark a)   |
| (ii) Exercise price (October 2009)<br>HK\$4.48   | N/A                       | Nil       | Nil       | Nil                        | Nil  | Nil<br>(Remark b)   |
| (iii) Exercise price (May 2010)<br>HK\$5.11  | N/A                       | Nil       | Nil       | Nil                        | Nil  | Nil<br>(Remark c)   |
| (iv) Exercise price (May 2010)<br>HK\$5.03   | N/A                       | Nil       | Nil       | Nil                        | Nil  | 260,000<br>(Remark d)   |
| (v) Exercise price (August 2010)<br>HK\$7.48   | N/A                       | Nil       | Nil       | Nil                        | Nil  | 3,000,000<br>(Remark e)   |
| (vi) Exercise price (March 2011)<br>HK\$12.496   | N/A                       | Nil       | Nil       | Nil                        | Nil  | 7,000,000<br>(Remark f)   |
| (vii) Exercise price (October 2013)<br>HK\$22.00   | N/A                       | Nil       | Nil       | 300,000                    | Nil  | 41,340,000<br>(Remark g)  |
| (viii) Exercise price (June 2015)<br>HK\$9.826   | N/A                       | Nil       | Nil       | 30,000                     | Nil  | 124,940,000<br>(Remark h)   |
| (ix) Exercise price (May 2016)<br>HK\$4.89   | N/A                       | Nil       | Nil       | Nil                        | Nil  | 3,000,000<br>(Remark i)   |
| (x) Exercise price (Jun 2017)<br>HK\$8.33  | N/A                       | Nil       | Nil       | Nil                        | Nil  | 2,500,000<br>(Remark j)   |
| (xi) Exercise price (Jun 2018)<br>HK\$10.26  | N/A                       | Nil       | Nil       | Nil                        | Nil  | 3,000,000<br>(Remark k)   |
| Sub-total:   | N/A                       | 300,000   | Nil       | 330,000                    | 300,000  | 188,530,000   |
|  |                           |           |           | Total A. (Ordinary shares) | 300,000  |   |
|  |                           |           |           | (Preference shares)        | N/A  |   |
|  |                           |           |           | (Other class)              | N/A  |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |           |           |                            | HK\$846,000  |   |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)  | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---|---------------------------------|---|----------------------------------|---|--|--|
| 1. N/A<br>_____<br>_____  |                                 |   |                                  |   |  |  |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |   |                                  |   |  |  |
| 2. N/A<br>_____<br>_____  |                                 |   |                                  |   |  |  |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |   |                                  |   |  |  |
| 3. N/A<br>_____<br>_____  |                                 |   |                                  |   |  |  |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |   |                                  |   |  |  |
| 4. N/A<br>_____<br>_____  |                                 |   |                                  |   |  |  |
| ( / / )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ ( / / ) |                                 |   |                                  |   |  |  |
| Total B. (Ordinary shares) _____  |                                 |   |                                  |   | N/A  |  |
| (Preference shares) _____   |                                 |   |                                  |   | N/A  |  |
| (Other class) _____   |                                 |   |                                  |   | N/A  |  |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description                          | Currency of amount outstanding | 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   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (if applicable) (dd/mm/yyyy) |                                | ( / / )                            |                            |                              |  |   |
| 2. N/A   |                                |                                    |                            |                              |  |   |
| 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   |                                |                                    |                            |                              |  |   |
| Stock code (if listed)                         |                                |                                    |                            |                              |  |   |
| Class of shares issuable ( <i>Note 1</i> )     |                                |                                    |                            |                              |  |   |
| Subscription price                             |                                |                                    |                            |                              |  |   |
| EGM approval date (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) |                                | ( / / )                            |                            |                              |  |   |
|  |                                |                                    |                            | Total C. (Ordinary shares)   | N/A  |   |
|  |                                |                                    |                            | (Preference shares)          | N/A  |   |
|  |                                |                                    |                            | (Other class)                | N/A  |   |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other 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<br><hr/> <hr/> <div style="text-align: right;">( / / )</div> shares (Note 1)                     |  |   |
| 2. N/A<br><hr/> <hr/> <div style="text-align: right;">( / / )</div> shares (Note 1)                     |  |   |
| 3. N/A<br><hr/> <hr/> <div style="text-align: right;">( / / )</div> shares (Note 1)                     |  |   |
| <div style="text-align: right;">Total D. (Ordinary shares)</div>  | N/A  |   |
| <div style="text-align: right;">(Preference shares)</div>   | N/A  |   |
| <div style="text-align: right;">(Other class)</div>   | 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 _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____   | _____ |
| 2. Open offer   | At price : | State currency | <u>N/A</u> | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____   | _____ |
| 3. Placing      | At price : | State currency | <u>N/A</u> | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(dd/mm/yyyy) | _____   | _____ |
| 4. Bonus issue  |            |                | <u>N/A</u> | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: ( / / )<br>(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 |       |
|---------------|----------------------|------------|----------------|------------|--|--|---|-------|
| 5.            | Scrip dividend       | At price : | State currency | <u>N/A</u> | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | _____   | _____ |
| 6.            | Repurchase of shares |            |                | <u>N/A</u> | Class of shares repurchased (Note 1)<br>Cancellation date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy)              | ( / / )<br>( / / )   | _____   | _____ |
| 7.            | Redemption of shares |            |                | <u>N/A</u> | Class of shares redeemed (Note 1)<br>Redemption date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy)                   | ( / / )<br>( / / )   | _____   | _____ |
| 8.            | Consideration issue  | At price : | State currency | <u>N/A</u> | Class of shares issuable _____<br>(Note 1)<br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) | ( / / )<br>( / / )   | _____   | _____ |



| 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     |            |                   | Class of shares issuable _____<br>(Note 1) | ( / / )  |   |
|                               |            |                   | Issue and allotment date : (dd/mm/yyyy)    |  |   |
|                               |            | <u>N/A</u>        | EGM approval date: (dd/mm/yyyy)            | ( / / )  |   |
| 10. Other<br>(Please specify) | At price : | State<br>currency | Class of shares issuable _____<br>(Note 1) | ( / / )  |   |
|                               |            |                   | Issue and allotment date : (dd/mm/yyyy)    |  |   |
|                               |            |                   | <u>N/A</u>                                 | 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>300,000</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. During the period from date of grant to 30 September 2018, an aggregate of 163,210,000 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 September 2018, 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 September 2018, 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 September 2018, 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 September 2018, no shares of the Issuer were issued or allotted and no options granted had been cancelled, and an aggregate of 9,120,000 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 September 2018, an aggregate of 290,000 shares of the Issuer were issued or allotted and no options granted had been cancelled, and an aggregate of 1,495,000 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 September 2018, 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 September 2018, an aggregate of 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.
- k. 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. During the period from date of grant to 30 September 2018, 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)

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*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.*