

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

For the month ended (dd/mm/yyyy) :	28/02/2021			
To: Hong Kong Exchanges and Clearing	ng Limited			
Name of Issuer SJM Holdings Limited  Date Submitted 2 March 2021				
I. Movements in Authorised Share Capi				
1. Ordinary Shares				
(1) Stock code :O0880Descri	ption : Ordinary	shares		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding month	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 Descri	ption :			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding month				
Increase/(decrease)		_		
Balance at close of the month				

2. Preference Shares				
Stock code : 1	N/A Descrip	tion :		
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of prece	eding month			
Increase/(decrease)				
Balance at close of the n	nonth			
3. Other Classes of Shar	res			
Stock code : 1	N/A Descrip	tion:		
		No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of prece	eding month			
Increase/(decrease)				
Balance at close of the n	nonth			
Total authorised share ca	apital at the end	of the month (State	e currency):	N/A
II. Movements in Issued	Share Capital			
	No. of ore (1)	dinary shares (2)	No. of preference shares	No. of other classes of shares
Balance at close of preceding month	5,678,144,293	N/A	N/A	N/A
Increase/ (decrease) during the month	270,000	N/A	N/A	N/A
Balance at close of the month	5,678,414,293	N/A	N/A	N/A

Share Options (under Share Option Schemes of the Issuer) No. of new shares of Particulars of share No. of new shares of option scheme issuer issued during issuer which may be issued pursuant including EGM the month pursuant thereto approval date thereto as at close of (dd/mm/yyyy) and Movement during the month the month class of shares issuable Granted Exercised Cancelled Lapsed Share Option Scheme adopted on 13/05/2009 Ordinary shares (Note 1) (i) Exercise price (July 2009) Nil HK\$2.82 N/A Nil Nil Nil Nil (Remark a) (ii) Exercise price (October 2009) Nil HK\$4.48 N/A Nil Nil Nil Nil (Remark b) (iii) Exercise price (May 2010) Nil HK\$5.11 Nil Nil N/ANil Nil (Remark c) (iv) Exercise price (May 2010) HK\$5.03 Nil N/ANil Nil Nil (Remark d) (v) Exercise price (August 2010) Nil HK\$7.48 N/A Nil Nil Nil Nil (Remark e) (vi) Exercise price (March 2011) Nil HK\$12.496 N/A Nil Nil Nil Nil (Remark f) (vii) Exercise price (October 2013) 36,278,000 Nil HK\$22.00 N/A Nil Nil 300,000 (Remark g) (viii) Exercise price (June 2015) 112,635,000 HK\$9.826 N/A 270,000 Nil 90,000 270,000 (Remark h) (ix) Exercise price (May 2016) Nil HK\$4.89 N/A Nil Nil Nil Nil (Remark i) (x) Exercise price (Jun 2017) 1,500,000 HK\$8.33 N/A Nil Nil Nil Nil (Remark j) (xi) Exercise price (Jun 2018) 3,000,000 HK\$10.26 N/A Nil Nil Nil Nil (Remark k) 270,000 270,000 Sub-total: N/A Nil 390,000 153,413,000 Total A. (Ordinary shares) 270,000 (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise of options (State currency) HK\$2,653,020

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value preceding month	during the	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	( / / )	-			
2. 1V/A	- -				
( / / ) Stock code (if listed) Class of shares issuable (Note 1)	-				
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )	-			
3. N/A	_				
	<u> </u>				, .
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price		-			
EGM approval date (if applicable)	( / / )	_			
	-				
( / / )					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )	_			
	Tota		nary shares)	N/A	_
			ence shares)	N/A	-
		(0	Other class)	N/A	-

Convertibles (i.e. Convertible	into Shares of the	e 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	<del></del>					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy))  2. N/A	( / / ) —					
	<del>_</del>					
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)	<u> </u>					_
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)	<u> </u>					_
Class of shares issuable ( <i>Note 1</i> )						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )		C. (Ordinary	shares)	N/A	
		10.00	(Preference	shares) 1	N/A	<del>-</del> -
			(Othe	r 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)

than	under Share Option Schemes)		
if a	l particulars including EGM approval date (dd/mm/yyyy), pplicable, 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		
•			
•			
•	( / / )		
•	shares (Note 1)		
•			
2.	N/A		
	11/11		
-			
-	( / / )		
-	shares (Note 1)		
	Shares (11010 1)	_	
3.	N/A		
	( / / )		
	shares (Note 1)		
•	Situres (11010-1)		
-	Total D. (Ordinary shares)	N/A	
	(Preference shares)	N/A	
	(Other class)	N/A	
	(Other class)	11/1	

Ot	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
				Class of shares issuable		_		
1.	Rights issue	At price : State currency	N/A	(Note 1)  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 (Note 1)				
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 issuabl	le			
				(Note 1)		,		
9.	Capital			Issue and allotment date : (dd/mm/yyyy)	( / /	)		
	reorganisation	<u>N</u>	<u>I/A</u>	EGM approval date: (dd/mm/yyyy)	( / /	)		
							-	
				Class of shares issuabl (Note 1)	le			
10.	Other (Please specify)	At price : State currency N	J/A	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
					(Ordinary s			-
				(-	(Other		<u> </u>	· -
Т	otal ingrassa / (dagra	ase) in ordinary shares dur	ring the	month (i.e. Total of A to	2 E).	(1		
1,	mai merease / (uccie	ase, in ordinary snares dur	ing uit	. monui (i.e. 10tai 01 A tt	<i>)</i> .	(2		70,000
Т	otal increase / (decro	ase) in preference shares d	durina t	the month (i.e. Total of A	to E):	(2		N/A
		_	_					N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):							N/A	

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

## IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

## (*Note 2*)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled:
- (iv) all the securities of each class are in all respects identical (*Note 3*);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue:
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

- 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 31 January 2019, the said 166,700,000 shares of the Issuer were issued and allotted.
- 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 2019, the said 500,000 shares of the Issuer were issued and allotted.
- 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 29 February 2020, the said 5,000,000 shares of the Issuer were issued and allotted.
- 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 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.
- 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 28 February 2021, no shares of the Issuer were issued or allotted and no options granted had been cancelled, and an aggregate of 14,182,000 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 28 February 2021, an aggregate of 8,335,000 shares of the Issuer were issued or allotted and no options granted had been cancelled, and an aggregate of 5,755,000 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 31 December 2020, the said 3,000,000 shares of the Issuer were issued or allotted.
- 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 28 February 2021, 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.
- 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 28 February 2021, 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. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. "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.
- 4. *If there is insufficient space, please append the prescribed continuation sheet.*