

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



澳門博彩控股有限公司
SJM HOLDINGS LIMITED

incorporated in Hong Kong with limited liability Stock Code : 880

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “**EGM**”) of SJM Holdings Limited (the “**Company**”) will be held at Artyzen Club, 401A, 4th Floor, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Wednesday, 22 June 2022 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution.

ORDINARY RESOLUTION

“**THAT**

- (a) the transfer agreement (the “**Transfer Agreement**”, a copy of which is produced to the meeting marked “**A**” and initialled by the chairman of this meeting for the purpose of identification) dated 26 May 2022 entered into among Harbour Tide Limited (“**Purchaser**”), Champion Power Global Limited (“**Issuer**”), Jai-Alai Shopping Centre Company Limited (“**Seller**”), the Company and Sociedade de Turismo e Diversões de Macau, S.A. (“**STDM**”) in relation to the acquisition of a portion of the property Casino Oceanus (“**Oceanus Building**”), located at Travessa do Reservatório no. 33 to 95, Rua do Terminal Marítimo no. 24 to 78, at Avenida do Dr. Rodrigo Rodrigues no. 1470 to 1526, Macau, by the Purchaser from the Seller and the disposal by the Seller of the remaining portion of Oceanus Building (collectively, the “**Transfer**”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue of the convertible bond by the Issuer to STDM (the “**Convertible Bond**”) in accordance with the terms and conditions set out in the Transfer Agreement as the consideration for the Transfer be and is hereby approved;
- (c) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval for the listing of, and permission to deal in, the new shares (the “**Conversion Shares**”) to be allotted and issued by the Company to STDM upon the exercise of the conversion rights attaching to the Convertible Bond in accordance with the terms and conditions of the Convertible Bond, the grant of a specific mandate to the directors of the Company with the power and authority to allot and issue the Conversion Shares be and is hereby approved; and

- (d) any one director of the Company be and is/are hereby authorised to do all such further things and acts and execute all such further documents and take all such steps which he/she considers necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with the Transfer Agreement, the Convertible Bond and/or the Conversion Shares.”

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

Hong Kong, 6 June 2022

Registered office:

18th Floor,
China Merchants Tower,
Shun Tak Centre,
Nos. 168 – 200 Connaught Road Central,
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the above meeting may appoint one or more proxies (excluding those members holding only one share) to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. A proxy form for use at the above meeting (or any adjournment thereof) is enclosed in the circular of the Company dated 6 June 2022. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the registered office of the Company at 18th Floor, China Merchants Tower, Shun Tak Centre, Nos. 168 – 200 Connaught Road Central, Hong Kong or delivered by email to comsec@sjmholdings.com, not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof (excluding public holiday in Hong Kong). The deadline for submission of proxy form for the above meeting is Monday, 20 June 2022 at 10:30 a.m.
3. The register of members of the Company will be closed from Friday, 17 June 2022 to Wednesday, 22 June 2022 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify to attend and vote at the above meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712 – 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 16 June 2022 (last share registration date).
4. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, at the above meeting, the chairman of the meeting will exercise his/her power under article 59(A) of the articles of association of the Company to put the resolution set out in this notice of the meeting to be voted by way of poll. On a poll, every shareholder present in person (or in case of a corporation by its corporate representative) or by proxy shall have one vote for each share of which he/she is the holder.
5. The result of the poll will be published on the Company's website at <http://www.sjmholdings.com> and the Stock Exchange's website at <http://www.hkexnews.hk> on the date of the above meeting.

As at the date hereof, 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 directors of the Company are Mr. Ng Chi Sing and Mr. Tsang On Yip, Patrick and the independent non-executive directors of the Company are Mr. Chau Tak Hay, Mr. Tse Hau Yin, Ms. Wong Yu Pok, Marina and Mr. Yeung Ping Leung, Howard.

Important Note

In light of ongoing situation of Novel Coronavirus (“**COVID-19**”) pandemic, shareholders may consider appointing Mr. Fok Tsun Ting, Timothy, or failing him, Dr. So Shu Fai, as his/her proxy to vote on the resolution, instead of attending the meeting in person, by completing and return the proxy form attached to this document in order to avoid large gatherings of people. To protect yourself and other participants, shareholders attending the meeting in person are required to wear surgical face mask and to undertake temperature checks before they enter the meeting venue, to maintain a safe distance between seats, and comply with the updated anti-epidemic measures announced by the Hong Kong Government from time to time. Please note that the Company will not provide any gift or refreshment at the meeting.

The Company reserves the right to refuse any shareholder who is found to be suffering from a fever or otherwise unwell or uncooperative in complying with the aforesaid precautionary measures to admit to the meeting venue. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures at short notice. The Company will make further announcements for any update.