



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/01/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer SJM Holdings Limited

Date Submitted 2 February 2011

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 00880 Description : Ordinary shares

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
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 (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 : <u> N/A </u> Description : _____			
	No. of preference 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	_____	_____	_____

3. Other Classes of Shares

Stock code : <u> N/A </u> Description : _____			
	No. of other classes of 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	_____	_____	_____

Total authorised share capital at the end of the month (*State currency*) : HK\$15,000,000,000

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>5,454,515,488</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>20,999,081</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>5,475,514,569</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		
1. Share Option Scheme adopted on 13/05/2009 Ordinary shares (Note 1)						
(i) Exercise price (July 2009) HK\$2.82	<u>N/A</u>	<u>930,000</u>	<u>Nil</u>	<u>Nil</u>	<u>930,000</u>	<u>44,630,000</u> (Remark a)
(ii) Exercise price (Oct 2009) HK\$4.48	<u>N/A</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u> (Remark b)
(iii) Exercise price (May 2010) HK\$5.11	<u>N/A</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>1,500,000</u> (Remark c)
(iv) Exercise price (May 2010) HK\$5.03	<u>N/A</u>	<u>50,000</u>	<u>Nil</u>	<u>Nil</u>	<u>50,000</u>	<u>450,000</u> (Remark d)
(v) Exercise price (August 2010) HK\$7.48	<u>N/A</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>5,000,000</u> (Remark e)
Sub-total:	<u>N/A</u>	<u>980,000</u>	<u>Nil</u>	<u>Nil</u>	<u>980,000</u>	<u>51,580,000</u>
2. N/A						
(/ /)						
shares						
(Note 1)						
				Total A. (Ordinary shares)	<u>980,000</u>	
				(Preference shares)	<u>N/A</u>	
				(Other class)	<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)					<u>HK\$2,874,100</u>	

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						

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
<u>1. HK Dollar Denominated</u>						
<u>Zero Coupon Guaranteed</u>						
<u>Convertible Bonds</u>						
Due 2015 (<i>Remark f</i>)	HK\$	HK\$259,400,000	104,900,000	HK\$154,500,000	20,019,081	29,484,732
Stock code (if listed)	N/A					
Class of shares issuable (<i>Note 1</i>)	Ordinary shares					
Subscription price	HK\$5.24 (<i>Remark g</i>)					
EGM approval date (if applicable) (dd/mm/yyyy)	N/A (/ /)					
<u>2. N/A</u>						

Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
<u>3. N/A</u>						

Stock code (if listed)	_____					
Class of shares issuable (<i>Note 1</i>)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
<u>4. N/A</u>						

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)	20,019,081
					(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 (/ /) shares (<i>Note 1</i>)		
2. N/A (/ /) shares (<i>Note 1</i>)		
3. N/A (/ /) shares (<i>Note 1</i>)		
Total D. (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 _____ (Note 1) 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 _____ (Note 1) 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 _____ (Note 1) Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	_____	_____
4.	Bonus issue		<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	
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	<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)	_____ _____
10. Other (Please specify)	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)	_____ _____
		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>20,999,081</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):

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- 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 2011, an aggregate of 122,070,000 shares of the Issuer were issued and allotted and no options granted had been cancelled or lapsed under this batch of share options.
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- 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.
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- 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 31 January 2011, no shares of the Issuer were issued or allotted and no options granted had been cancelled or lapsed under this batch of share options.
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- 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 31 January 2011, an aggregate of 50,000 shares of the Issuer were issued or allotted and no options granted had been cancelled or lapsed under this batch of share options.
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- 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.
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- f. On 28 October 2009, Champion Path Holdings Limited (a wholly-owned subsidiary of the Issuer) issued an aggregate principal amount of \$2,000,000,000 in Hong Kong Dollar denominated zero coupon guaranteed convertible bonds due 2015 convertible into shares of the Issuer (the “**Bonds**”). The Issuer has agreed to guarantee payment of all sums payable in relation to such Bonds.
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g. The conversion price of the Bonds was adjusted from HK\$5.35 per share to HK\$5.24 per share with effect from 1 June 2010 as a result of the payment of a final dividend of the Issuer of HK9 cents per share for the year ended 31 December 2009.

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.*