



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 October 2022

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: SJM Holdings Limited

Date Submitted: 02 November 2022

I. Movements in Authorised / Registered Share Capital Not applicable

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00880	Description				
Balance at close of preceding month			7,101,805,366			
Increase / decrease (-)			0			
Balance at close of the month			7,101,805,366			

III. Details of Movements in Issued Shares

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

1. Type of shares issuable		Ordinary shares	Class of shares		Not applicable	Shares issuable to be listed on SEHK (Note 1)		Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		00880							
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	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued 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	
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	
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	
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	
General Meeting approval date (if applicable)		13 May 2009							
5).	Exercise price (August 2010)	0			0	0	0	0	

	HK\$7.48 (Remarks a & f)							
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)	35,960,560	Lapsed	-695,500	35,265,060	0	35,265,060	0
General Meeting approval date (if applicable)		13 May 2009						
8).	Exercise price (June 2015) HK\$9.18 (Remarks a & i)	116,442,750	Lapsed	-208,650	116,234,100	0	116,234,100	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	1,605,000	0	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	3,210,000	0	0
General Meeting approval date (if applicable)		13 May 2009						

Total A (Ordinary shares): _____ 0

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

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable**(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)**

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable		Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		00880					
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued 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	504,232,804
Type of convertibles	Bond/Notes						
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price	HKD	3.78					
General Meeting approval date (if applicable)	22 June 2022						

Total C (Ordinary shares): _____ 0

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 which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) _____	0
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IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. 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 and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised 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.

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 31 October 2022, no shares of the Issuer were issued or allotted and no options granted had been cancelled, and an aggregate of 17,586,000 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 October 2022, 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 6,761,150 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 October 2022, 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 October 2022, 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. SEHK refers to Stock Exchange of Hong Kong.
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 Main Board Rule 13.25A / GEM Rule 17.27A 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 submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"