
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in SJM Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



澳門博彩控股有限公司
SJM HOLDINGS LIMITED

incorporated in Hong Kong with limited liability Stock Code : 880

CHANGES TO THE CAPITAL STRUCTURE OF SJM RESORTS, S.A.
AND
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
AND
NOTICE OF EGM

Financial Adviser to the Company



SOMERLEY CAPITAL LIMITED

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” of this circular.

A letter from the Board is set out on pages 4 to 11 of this circular.

A notice convening the EGM of SJM Holdings Limited to be held at Artyzen Club, 401A, 4th Floor, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Friday, 26 August 2022 at 10:30 a.m. to approve the matters referred to in this circular is set out in the Appendix to this circular. A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.sjmholdings.com>).

Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (excluding public holiday in Hong Kong). Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting should you so wish.

10 August 2022

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	4
(A) Introduction and Type B shares	4
(B) Requirement to hold the EGM and Special Majority Vote	6
(C) Proposed amendments to Articles of Association	7
(D) Listing Rules Implications	9
(E) EGM and Closure of Register of Members	10
(F) Recommendation	11
(G) Responsibility Statement	11
(H) General	11
Appendix – Notice of Extraordinary General Meeting	12

DEFINITIONS

In this circular, unless the context states otherwise, the following expressions shall have the following meanings:

“Articles”	:	the articles of association of the Company
“associate”	:	has the meaning ascribed to it under the Listing Rules
“Board”	:	the board of Directors of the Company
“Company”	:	SJM Holdings Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Stock Exchange
“Concessionaires”	:	the three concessionaires, including SJM Resorts, who have been granted concessions by the Macau Government to operate casinos in Macau and, where the context so requires, includes three sub-concessionaires of the Concessionaires
“connected person(s)”	:	has the meaning ascribed to it under the Listing Rules
“Director(s)”	:	the director(s) of the Company
“EGM” or “Extraordinary General Meeting”	:	an extraordinary general meeting of the Company to be held on Friday, 26 August 2022 at 10:30 a.m. to consider and, if thought fit, approve the Resolutions
“Gaming Concession Contract”	:	the gaming concession contract for the operation of casino games dated 28 March 2002 entered into between the Macau Government and SJM Resorts (as amended and supplemented by supplemental agreements between the same parties dated 19 April 2005, 26 September 2013, 23 January 2017, 15 March 2019, 23 March 2020 and 23 June 2022) and as extended up to 26 June 2022 by a concession extension contract dated 15 March 2019 and further extended up to 31 December 2022 by a concession extension contract dated 23 June 2022

DEFINITIONS

“Gaming Law”	:	The Macau’s Gaming Laws – Law No. 16/2001 published on 24 September 2001; Administrative Regulation n°26/2001, published on 29 October 2001; which together with other separate laws, regulations and administrative orders that regulate gaming activity in Macau together with the recent amendments to Macau Law No. 16/2001 as specified in Macau Law No. 7/2022
“Group”	:	the Company and its subsidiaries
“Hong Kong”	:	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Shareholder(s)”	:	Shareholders other than the Interested Shareholders
“Interested Shareholder(s)”	:	has the meaning given to it in the section titled “ (B) REQUIREMENT TO HOLD THE EGM AND SPECIAL MAJORITY VOTE ” from the “ LETTER FROM THE BOARD ” as set out in this circular
“Latest Practicable Date”	:	5 August 2022, being the latest practicable date for ascertaining certain information prior to the printing of this circular
“Listing Rules”	:	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Macau”	:	the Macau Special Administrative Region of the People’s Republic of China
“Macau Government”	:	the Government of Macau
“MOP”	:	Macau Pataca(s), the lawful currency of Macau
“Notice of EGM”	:	the notice dated 10 August 2022 convening the EGM as set out in the Appendix to this circular
“Proposed Subscription”	:	has the meaning given to it in the section titled “ (D) LISTING RULES IMPLICATIONS ” from the “ LETTER FROM THE BOARD ” as set out in this circular

DEFINITIONS

“Resolutions”	:	the resolutions to be proposed at the EGM relating to the Type B shares Arrangement and the proposed amendments to the Articles set out in this circular
“Share(s)”	:	the ordinary share(s) in the share capital of the Company
“Shareholder(s)”	:	the holder(s) of the Share(s) in issue
“SJM Resorts”	:	SJM Resorts, S.A. (in Portuguese) or SJM Resorts, Limited (in English) (name changed from Sociedade de Jogos de Macau, S.A. on 9 June 2021), a joint stock company “ <i>sociedade anónima</i> ” incorporated under the laws of Macau and a subsidiary of the Company
“STDM”	:	Sociedade de Turismo e Diversões de Macau, S.A. (in Portuguese) or Macau Tourism and Amusement Company Limited (in English), a joint stock company “ <i>sociedade anónima</i> ” incorporated under the laws of Macau and the controlling shareholder of the Company
“Stock Exchange”	:	The Stock Exchange of Hong Kong Limited
“Type A shares”	:	the Type A shares in the capital of SJM Resorts
“Type B shares”	:	the Type B shares in the capital of SJM Resorts which are held by its managing director
“Type B shares Arrangement”	:	the share structure of SJM Resorts which is described in the section titled “ (A) INTRODUCTION AND TYPE B SHARES ” from the “ LETTER FROM THE BOARD ” as set out in this circular
“%”	:	per cent.

LETTER FROM THE BOARD



澳門博彩控股有限公司 SJM HOLDINGS LIMITED

incorporated in Hong Kong with limited liability Stock Code : 880

Executive Directors:

Ms. Ho Chiu Fung, Daisy (*Chairman*)
Mr. Fok Tsun Ting, Timothy (*Co-Chairman*)
Deputada Leong On Kei, Angela (*Co-Chairman*)
Dr. So Shu Fai (*Vice-Chairman and
Chief Executive Officer*)
Dr. Chan Un Chan
Mr. Shum Hong Kuen, David

Registered Office:

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

Non-executive Director:

Mr. Tsang On Yip, Patrick

Independent Non-executive Directors:

Mr. Tse Hau Yin
Ms. Wong Yu Pok, Marina
Mr. Yeung Ping Leung, Howard
Mr. Ho Hau Chong, Norman

10 August 2022

To Shareholders

Dear Sirs or Madams,

CHANGES TO THE CAPITAL STRUCTURE OF SJM RESORTS, S.A. AND PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

(A) INTRODUCTION AND TYPE B SHARES

The Company's principal subsidiary and one of the Concessionaires, SJM Resorts, is applying to the Macau Government for a 10-year gaming concession commencing on 1 January 2023 and is participating in a tender process commenced by the Macau Government.

Currently, SJM Resorts has a registered capital of MOP300 million which is represented by 2,700,000 Type A shares and 300,000 Type B shares. The par value of each Type A share and each Type B share is MOP100.

The Type A shares (representing 90% of the issued share capital of SJM Resorts) are directly and indirectly held by the Company whilst the Type B shares (representing 10% of the issued share capital of SJM Resorts) are held by the managing director of SJM Resorts,

LETTER FROM THE BOARD

as required by the Macau gaming regulatory framework which currently provides that 10% of each Concessionaire's issued share capital must be held by its managing director, who must be appointed by such Concessionaire and must be a permanent Macau resident.

One of the requirements of the tender process for the new 10-year gaming concession is that each Concessionaire must have a registered capital of MOP5.0 billion and that at least 15% of such capital is held by such Concessionaire's managing director who must be a permanent Macau resident.

Accordingly, SJM Resorts has on 1 August 2022 held an extraordinary general assembly of its shareholders and resolved to present the proposals on amending its articles of association to reflect the recent amendments to the Gaming Law to the Macau Government for approval, pursuant to which the Type B shares will have the following characteristics:

- **Voting power:** as the Type B shares will amount to 15% of the issued share capital of SJM Resorts, the holder of Type B shares has 15% voting rights at any general meeting of SJM Resorts.
- **Dividend entitlement:** the Type B shares will only entitle the holder of these shares up to an aggregate amount of MOP1 of the dividends payable.
- **Change of law:** if Macau law changes so that a mandatory holding of 15% of the issued share capital of SJM Resorts by its managing director is no longer required, the Type B shares shall be compulsorily repurchased by SJM Resorts at par and be cancelled and, as a consequence, the Company and its nominees (each a wholly-owned subsidiary of the Company) will own 100% of the then issued share capital of SJM Resorts.
- **Change of managing director:** any termination of service or replacement of the managing director will trigger a compulsory repurchase by SJM Resorts of the Type B shares and a subsequent issuance of Type B shares to the new managing director or a direct transfer from the existing managing director to the new managing director. The compulsory repurchase and the subsequent issuance of Type B shares by SJM Resorts or the transfer shall always be at an aggregate amount of MOP1.
- **Maintenance of shareholdings:** if the issued share capital of SJM Resorts is increased, SJM Resorts will also issue new Type B shares on a pro rata basis to the managing director at par, so as to maintain Type B shares at 15% of the total issued share capital of SJM Resorts at any time for compliance with Macau law.
- **Liquidation:** upon liquidation of SJM Resorts, the rights attaching to the Type B shares are limited to a liquidation payment of an aggregate amount of MOP1.
- **Redemption by SJM Resorts:** in the event that, pursuant to the Gaming Law and the terms of the Gaming Concession Contract, each as may be renewed or amended, there is no longer a requirement for Type B shares in the capital of SJM Resorts, the Type B shares may be compulsorily redeemed by SJM Resorts for an aggregate amount of MOP1.

LETTER FROM THE BOARD

As can be seen above, the Type B shares will continue to have no economic value for their holder. Other than the changes as mandated by the recent amendments to the Gaming Law, the characteristics of the Type B shares have not changed as a result of the amendments to the articles of association of SJM Resorts.

The purpose of this circular is to provide you with, among other things, (i) further information about the need for the Resolutions and proposed amendments to the Articles; (ii) the recommendation of the Board; and (iii) other information as required under the Listing Rules, together with the Notice of the EGM.

(B) REQUIREMENT TO HOLD THE EGM AND SPECIAL MAJORITY VOTE

In order to be able to qualify for a new gaming concession contract, SJM Resorts is required to increase its issued share capital by MOP4.7 billion and increase the portion of Type B shares from 10% to 15% of the issued share capital of SJM Resorts.

At the time of the initial listing of the Shares on the Stock Exchange in 2008, the Stock Exchange sought assurances that the Type B shares Arrangement would not be altered without Independent Shareholders approving such change. Accordingly, the Company agreed to provide for safeguards in its Articles which required Independent Shareholders to approve a change to the Type B shares Arrangement.

A change to the Type B shares Arrangement will occur where a resolution is proposed at a shareholders' meeting of SJM Resorts which involves any new issue of Type B shares or any securities exchangeable or convertible into Type B shares, unless the Type B shares remain at 10%, are issued at par, have the same rights and restrictions as the pre-existing Type B shares and are to be issued to the managing director of SJM Resorts for the purpose of maintaining such managing director's shareholding in SJM Resorts for compliance with the applicable law.

Since the new Gaming Law will require an increase in the portion of Type B shares from 10% to 15% of the issued share capital of SJM Resorts and consequential amendments to the articles of association of SJM Resorts, the Articles require that the matter be submitted to a meeting of the Shareholders and that a resolution be passed by a special majority vote where (A) the holder of the Type B shares and his/her associates (the "**Interested Shareholders**") shall not be entitled to vote and (B) such resolution shall be passed only if:

- (a) such resolution is approved by no less than seventy-five (75) per cent. of the votes attaching to the Shares held by the Shareholders other than the Interested Shareholders (being the Independent Shareholders) voting in person or by proxy at a duly convened meeting of the Shareholders; and
- (b) the number of votes cast against the relevant resolution at such meeting is not more than ten (10) per cent. of the votes attaching to all Shares held by the Independent Shareholders present or represented at the meeting.

LETTER FROM THE BOARD

(C) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

On 1 January 2022, the Listing Rules were amended by, among others, adopting a uniform set of 14 core standards for shareholder protections for issuers set out in Appendix 3 to the Listing Rules.

Taking into account the issuance of Type B shares, details of which are set out in the section titled “**(B) REQUIREMENT TO HOLD THE EGM AND SPECIAL MAJORITY VOTE**” above, the adoption of the core standards for shareholder protections for issuers set out in Appendix 3 to the Listing Rules and the change of name of SJM Resorts from Sociedade de Jogos de Macau, S.A. effective from 9 June 2021, the Board proposed to make certain amendments to the Articles.

Details of the proposed amendments to the Articles are set out below:

Original articles	Amended articles
<p>Article 2</p> <p>“SJM” means Sociedade de Jogos de Macau, S.A., a subsidiary of the Company;</p> <p>“SJM Articles” means the Articles of Association of SJM, as amended from time to time;</p> <p>“Type A Shares” means the type A shares in the issued share capital of SJM, the rights and restrictions of which are set out in the SJM Articles;</p> <p>“Type B Shares” means the type B shares of SJM or any shares in the issued share capital of SJM which are required by the applicable Macau laws to be held by the managing director of SJM, the rights and restrictions of which are set out in the SJM Articles; and</p> <p>“Type B Shares Arrangement” means certain characteristics of the Type B Shares, including but not limited to profit arrangement and liquidation entitlement as set out in the SJM Articles.</p>	<p>Article 2</p> <p>“SJM <u>Resorts</u>” means <u>SJM Resorts, S.A. (in Portuguese) or SJM Resorts, Limited (in English)</u>—Sociedade de Jogos de Macau, S.A., a subsidiary of the Company;</p> <p>“SJM <u>Resorts</u> Articles” means the Articles of Association of SJM <u>Resorts</u>, as amended from time to time;</p> <p>“Type A Shares” means the type A shares in the issued share capital of SJM <u>Resorts</u>, the rights and restrictions of which are set out in the SJM <u>Resorts</u> Articles;</p> <p>“Type B Shares” means the type B shares of SJM <u>Resorts</u> or any shares in the issued share capital of SJM <u>Resorts</u> which are required by the applicable Macau laws to be held by the managing director of SJM <u>Resorts</u>, the rights and restrictions of which are set out in the SJM <u>Resorts</u> Articles; and</p> <p>“Type B Shares Arrangement” means certain characteristics of the Type B Shares, including but not limited to profit arrangement and liquidation entitlement as set out in the SJM <u>Resorts</u> Articles.</p>

LETTER FROM THE BOARD

Original articles	Amended articles
<p data-bbox="308 272 432 300">Article 78</p> <p data-bbox="308 331 815 491">Without prejudice to the generality of the foregoing provision and without limitation, the following matters shall be deemed to be matters which may affect the Type B Shares Arrangement:</p> <p data-bbox="308 523 815 708">(A) any decision by the Company (in its capacity as holder of Type A Shares) to propose or to vote for or against any resolution proposed to be passed at the shareholders' meeting of SJM:</p> <p data-bbox="371 740 815 868">(a) to issue any new Type B Shares or any securities exchangeable or convertible into Type B Shares, unless:</p> <p data-bbox="435 900 815 1151">(i) the aggregate number of Type B Shares after such issue or upon exchange or conversion of such securities will not exceed ten (10) per cent. of the enlarged total issued share capital of SJM;</p> <p data-bbox="435 1215 815 1400">(ii) all the new Type B Shares to be issued are subject to the same rights and restrictions as the pre-existing Type B Shares; and</p> <p data-bbox="435 1432 815 1783">(iii) all the new Type B Shares are to be issued to the managing director of SJM in his capacity as such at par payable in cash, solely for the purpose of maintaining such managing director's shareholding in SJM for compliance with the applicable law;</p> <p data-bbox="371 1847 815 1940">(b) to issue any new shares of SJM with rights similar to Type B Shares;</p>	<p data-bbox="845 272 970 300">Article 78</p> <p data-bbox="845 331 1353 491">Without prejudice to the generality of the foregoing provision and without limitation, the following matters shall be deemed to be matters which may affect the Type B Shares Arrangement:</p> <p data-bbox="845 523 1353 708">(A) any decision by the Company (in its capacity as holder of Type A Shares) to propose or to vote for or against any resolution proposed to be passed at the shareholders' meeting of SJM Resorts:</p> <p data-bbox="909 740 1353 868">(a) to issue any new Type B Shares or any securities exchangeable or convertible into Type B Shares, unless:</p> <p data-bbox="973 900 1353 1187">(i) the aggregate number of Type B Shares after such issue or upon exchange or conversion of such securities will not exceed ten (10) fifteen (15) per cent. of the enlarged total issued share capital of SJM Resorts;</p> <p data-bbox="973 1215 1353 1400">(ii) all the new Type B Shares to be issued are subject to the same rights and restrictions as the pre-existing Type B Shares; and</p> <p data-bbox="973 1432 1353 1815">(iii) all the new Type B Shares are to be issued to the managing director of SJM Resorts in his capacity as such at par payable in cash, solely for the purpose of maintaining such managing director's shareholding in SJM Resorts for compliance with the applicable law;</p> <p data-bbox="909 1847 1353 1940">(b) to issue any new shares of SJM Resorts with rights similar to Type B Shares;</p>

LETTER FROM THE BOARD

Original articles	Amended articles
<p>(c) to amend any provision(s) of the SJM Articles which has or likely to have the effect of changing, varying, removing or otherwise altering the rights and restrictions of Type B Shares;</p> <p>(d) that constitutes or could give rise to an alteration of any of the characteristics of the Type B Shares;</p>	<p>(c) to amend any provision(s) of the SJM Resorts Articles which has or likely to have the effect of changing, varying, removing or otherwise altering the rights and restrictions of Type B Shares;</p> <p>(d) that constitutes or could give rise to an alteration of any of the characteristics of the Type B Shares;</p>
<p>Article 81(B)</p> <p>The Board may appoint any person to be a Director as an additional Director or to fill a casual vacancy, provided that any person so appointed shall hold office only until the conclusion of the next following general meeting of the Company and shall then be eligible for re-election.</p>	<p>Article 81(B)</p> <p>The Board may appoint any person to be a Director as an additional Director or to fill a casual vacancy, provided that any person so appointed shall hold office only until the conclusion of the next following general meeting <u>the first annual general meeting</u> of the Company <u>after his appointment</u>, and shall then be eligible for re-election.</p>

Save as the above proposed amendments to the Articles, the contents of other articles in the Articles remain unchanged.

(D) LISTING RULES IMPLICATIONS

At completion of the increase in the share capital by MOP4.7 billion and the increase in the portion of the Type B shares from 10% to 15% of the issued share capital of SJM Resorts, 39,800,000 Type A shares and 7,200,000 Type B shares of SJM Resorts will be allotted and issued to the Company and the managing director of SJM Resorts, respectively, resulting in the share capital of SJM Resorts having a total par value of MOP5.0 billion and dividing into the Type A shares and the Type B shares with a total par value of MOP4,250 million and MOP750 million, representing 85% and 15% equity interests in SJM Resorts, respectively (the “**Proposed Subscription**”).

Since 10% of the issued share capital of SJM Resorts is at present held by the managing director of SJM Resorts (currently Deputada Leong On Kei, Angela), who is a Director, and both the holders of the Type A shares and the Type B shares carry the same voting rights in accordance with the articles of association of SJM Resorts, the managing director of SJM Resorts is therefore able to exercise 10% of the voting power at the SJM Resorts’ general meeting. Accordingly, SJM Resorts falls within the meaning of “connected subsidiary” of the Company as defined under Rule 14A.16 of the Listing Rules and the Proposed Subscription will constitute a connected transaction for the Company under Chapter 14A of the Listing Rules.

Furthermore, new shares of SJM Resorts will be allotted and issued under the Proposed Subscription and the shareholding in SJM Resorts held by the Company (i.e. the Type A shares) will reduce from 90% to 85% as a result, the Proposed Subscription will constitute a deemed disposal and a connected transaction for the Company as defined under Chapter 14 and Chapter 14A of the Listing Rules, respectively.

The Company has applied to the Stock Exchange for waivers from strict compliance with the requirements under the relevant Listing Rules in respect of the Proposed Subscription.

LETTER FROM THE BOARD

(E) EGM AND CLOSURE OF REGISTER OF MEMBERS

The EGM will be held at Artyzen Club, 401A, 4th Floor, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Friday, 26 August 2022 at 10:30 a.m. Notice of EGM is set out in the Appendix of this circular.

Deputada Leong On Kei, Angela, the current managing director of SJM Resorts, who holds 458,350,000 Shares (representing approximately 8.1% of the issued share capital of the Company), will abstain from voting on the proposed resolution relating to the proposals to change to the Type B shares Arrangement at the EGM. As at the Latest Practicable Date, to the best knowledge and belief of the Directors having made all reasonable enquiries, save as disclosed herein, no other Shareholders will be required to abstain from voting in respect of the Resolutions.

Reference is made to the announcement made by the Company on 3 August 2022 in connection with a proposed issue of the Shares by way of rights (the “**Rights Issue**”). For the purpose of determining the entitlement of Shareholders to attend the EGM, the Company will adopt the same book closure period of the Rights Issue and the register of members of the Company will be closed from Tuesday, 23 August 2022 to Monday, 29 August 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify to attend and vote at the EGM, 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 Monday, 22 August 2022 (last share registration date).

There is enclosed a proxy form for use at the EGM. You are requested to complete the proxy form and return it to the registered office of the Company or deliver it by email to comsec@sjmholdings.com in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the meeting (excluding public holiday in Hong Kong), whether or not you intend to be present at the meeting. The completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you wish to do so.

The chairman of the EGM will demand poll voting for the Resolutions set out in the Notice of EGM in accordance with the requirements of the Listing Rules and the Articles. Pursuant to Article 64(A) of the Articles, on a poll, every member present in person or by proxy or duly authorised representative shall have one vote for each Share of which he is the holder and which is fully paid up. A person entitled to cast more than one vote upon a poll need not use all his votes or cast all the votes he uses in the same way.

The results of the poll will be published by way of an announcement on the Company’s website and the website of the Stock Exchange in accordance with the requirements of the Listing Rules.

LETTER FROM THE BOARD

(F) RECOMMENDATION

The Board considers that the proposals mentioned in this circular, including the proposals to change to the Type B shares Arrangement and the proposed amendments to the Articles, and the Resolutions to be proposed at the EGM are an essential component of SJM Resorts' application to obtain a new 10-year gaming concession contract from the Macau Government and are in the interests of the Company and the Shareholders as a whole, and recommends the Shareholders to vote in favour of the Resolutions to be proposed at the EGM.

The Board has been notified that STDM which holds 3,105,060,500 Shares (representing approximately 54.7% of the issued share capital of the Company) will vote in favour of the Resolutions.

(G) RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

(H) GENERAL

The registered office and principal place of business of the Company is at 18th Floor, China Merchants Tower, Shun Tak Centre, Nos. 168 – 200 Connaught Road Central, Hong Kong.

Yours faithfully,
For and on behalf of the Board of
SJM Holdings Limited
Ho Chiu Fung, Daisy
Chairman and Executive Director

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 Friday, 26 August 2022 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as special resolutions provided that SPECIAL RESOLUTION No. 1 is passed by a **Special Majority Vote** (as defined in Note 1) by those entitled to vote thereat.

SPECIAL RESOLUTIONS

SPECIAL RESOLUTION No. 1

1. **“THAT:**

- (a) the proposal by SJM Resorts, S.A. (“**SJM Resorts**”) in compliance with the recent amendments to Macau Gaming Law No. 16/2001 as specified in Macau Law No. 7/2022 to amend its articles of association and, subject to confirmation by the Macau Government with any attendant amendments so required, to authorise the issue of 7,200,000 additional Type B shares of par value MOP100 each in SJM Resorts (the “**Type B Shares**”) to the managing director of SJM Resorts, such that the aggregate number of Type B Shares after such issue will exceed 10% of the enlarged total issued share capital of SJM Resorts and will, after such issue, be equivalent to 15% of the enlarged total issued share capital of SJM Resorts (the “**Share Issuance**”) be and is hereby approved, confirmed and ratified;
- (b) 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 Share Issuance; and

APPENDIX NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) the articles of association of the Company (the “**Articles**”) be amended by deleting Article 78(A)(a)(i) in its entirety and be replaced with the following:

“the aggregate number of Type B Shares after such issue or upon exchange or conversion of such securities will not exceed fifteen (15) per cent. of the enlarged total issued share capital of SJM Resorts;”

SPECIAL RESOLUTION No. 2

2. “**THAT** the Articles be amended by:

- (i) deleting the definitions of “SJM”, “SJM Articles”, “Type A Shares”, “Type B Shares” and “Type B Shares Arrangement” in Article 2 in its entirety and be replaced with the following:

““SJM Resorts” means SJM Resorts, S.A. (in Portuguese) or SJM Resorts, Limited (in English), a subsidiary of the Company;

“SJM Resorts Articles” means the Articles of Association of SJM Resorts, as amended from time to time;

“Type A Shares” means the type A shares in the issued share capital of SJM Resorts, the rights and restrictions of which are set out in the SJM Resorts Articles;

“Type B Shares” means the type B shares of SJM Resorts or any shares in the issued share capital of SJM Resorts which are required by the applicable Macau laws to be held by the managing director of SJM Resorts, the rights and restrictions of which are set out in the SJM Resorts Articles; and

“Type B Shares Arrangement” means certain characteristics of the Type B Shares, including but not limited to profit arrangement and liquidation entitlement as set out in the SJM Resorts Articles.”

- (ii) deleting Article 78 in its entirety and be replaced with the following, save for the amendments to Article 78(A)(a)(i) shall be subject to the passing of SPECIAL RESOLUTION No.1 above:

“Without prejudice to the generality of the foregoing provision and without limitation, the following matters shall be deemed to be matters which may affect the Type B Shares Arrangement:

- (A) any decision by the Company (in its capacity as holder of Type A Shares) to propose or to vote for or against any resolution proposed to be passed at the shareholders’ meeting of SJM Resorts:

- (a) to issue any new Type B Shares or any securities exchangeable or convertible into Type B Shares, unless:

APPENDIX NOTICE OF EXTRAORDINARY GENERAL MEETING

- (i) the aggregate number of Type B Shares after such issue or upon exchange or conversion of such securities will not exceed fifteen (15) per cent. of the enlarged total issued share capital of SJM Resorts;
 - (ii) all the new Type B Shares to be issued are subject to the same rights and restrictions as the pre-existing Type B Shares; and
 - (iii) all the new Type B Shares are to be issued to the managing director of SJM Resorts in his capacity as such at par payable in cash, solely for the purpose of maintaining such managing director's shareholding in SJM Resorts for compliance with the applicable law;
- (b) to issue any new shares of SJM Resorts with rights similar to Type B Shares;
 - (c) to amend any provision(s) of the SJM Resorts Articles which has or likely to have the effect of changing, varying, removing or otherwise altering the rights and restrictions of Type B Shares;
 - (d) that constitutes or could give rise to an alteration of any of the characteristics of the Type B Shares;"
- (iii) deleting Article 81(B) in its entirety and be replaced with the following:

"The Board may appoint any person to be a Director as an additional Director or to fill a casual vacancy, provided that any person so appointed shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election."

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

Hong Kong, 10 August 2022

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

APPENDIX NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. SPECIAL RESOLUTION No. 1 requires the approval by a special majority vote pursuant to Articles 77 to 79 of the Articles where neither Deputada Leong On Kei, Angela nor any of her associates (together called the “**Interested Shareholders**”) may vote and each such resolution shall be passed only if it is approved by no less than seventy-five (75) per cent. of the votes attaching to the shares held by the shareholders of the Company other than the Interested Shareholders (the “**Independent Shareholders**”), voting in person or by proxy at a duly convened meeting of the Independent Shareholders present or represented at the meeting; and the number of votes cast against the relevant resolution at such meeting is not more than ten (10) per cent. of the votes attaching to all shares held by the Independent Shareholders present or represented at the meeting.
2. 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.
3. A proxy form for use at the above meeting (or any adjournment thereof) is enclosed in the circular of the Company dated 10 August 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 Wednesday, 24 August 2022 at 10:30 a.m.
4. Reference is made to the announcement made by the Company on 3 August 2022 in connection to a proposed issue of the Company’s shares by way of rights (the “**Rights Issue**”). For the purpose of determining the entitlement of shareholders of the Company to attend the EGM, the Company will adopt the same book closure period of the Rights Issue and the register of members of the Company will be closed from Tuesday, 23 August 2022 to Monday, 29 August 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 Monday, 22 August 2022 (last share registration date).
5. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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 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.
6. 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 director of the Company is Mr. Tsang On Yip, Patrick and the independent non-executive directors of the Company are Mr. Tse Hau Yin, Ms. Wong Yu Pok, Marina, Mr. Yeung Ping Leung, Howard and Mr. Ho Hau Chong, Norman.

Important Note

In light of ongoing situation of Novel Coronavirus (“COVID-19”) pandemic, shareholders may consider appointing the chairman of the EGM, as his/her proxy to vote on the resolutions, 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, to undertake temperature checks, to fill in the health declaration form and to have valid Vaccine Pass 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.