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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **South Shore Holdings Limited** (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



South Shore Holdings Limited **南岸集團有限公司**

(Incorporated in Bermuda with limited liability)

(Stock code: 577)

SHAREHOLDER’S REQUISITION IN RELATION TO PROPOSED WINDING UP OF THE COMPANY AND NOTICE OF SPECIAL GENERAL MEETING

A notice convening a special general meeting (the “**SGM**”) of the Company to be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Friday, 4 December 2020 at 10:30 a.m. is set out on pages 5 and 6 of this circular. If you are not able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

PRECAUTIONARY MEASURES FOR THE SGM

In light of the COVID-19 pandemic, precautionary measures will be taken at the SGM, including but not limited to:

1. Compulsory body temperature screening/check;
2. Compulsory wearing of surgical face mask at all times; and
3. No serving of food or drink and no distribution of gifts.

The Company reserves the right to deny entry into or require any person to leave the SGM venue if such person refuses to comply with any precautionary measures.

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DEFINITIONS

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

“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	South Shore Holdings Limited (HK Stock Code: 577), a company incorporated in Bermuda with limited liability whose shares are listed on the Stock Exchange
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“Hotel”	the Company’s hotel in Macau
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macau Special Administrative Region of the People’s Republic of China
“Requisition”	a letter dated 8 October 2020 from the Requisitionist to the Company, requesting the Board to convene a special general meeting of the Company for the purpose of considering and, if thought fit, passing a resolution to wind up the Company
“Requisitionist”	Global Allocation Fund, registered holder of 101,339,084 Shares (representing 10% of the issued share capital of the Company) as at the date of the Requisition
“SGM”	the special general meeting of the Company to be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Friday, 4 December 2020 at 10:30 a.m., notice of which is set out on pages 5 and 6 of this circular
“Share(s)”	ordinary share(s) of HK\$0.20 each in the aggregate nominal amount of the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



South Shore Holdings Limited

南岸集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 577)

Executive Director:

Peter Lee Coker Jr. (*Chairman*)

Independent Non-Executive Directors:

James Chiu, *OBE, JP*

Lee Chack Fan, *GBS, SBS, JP*

Iain Ferguson Bruce

Lo Wing Yan, *William, JP*

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal Place of Business

in Hong Kong:

33/F, 250 Hennessy

250 Hennessy Road

Wanchai

Hong Kong

4 November 2020

To the Shareholders

Dear Sir and Madam,

SHAREHOLDER'S REQUISITION IN RELATION TO PROPOSED WINDING UP OF THE COMPANY AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 4 November 2020 in relation to the Requisition. The purpose of this circular is to provide Shareholders with (i) the information in relation to the Requisition; (ii) recommendations from the Board in relation to the Requisition; and (iii) the notice of the SGM.

Shareholders are advised to read this circular thoroughly and carefully before deciding how to vote on the resolution.

THE REQUISITION

On 9 October 2020, the Company received the Requisition from the Requisitionist requesting the Board to convene a special general meeting of the Company for the purpose of considering, and if thought fit, passing a resolution to wind up the Company pursuant to Bye-law 164(2) of the Bye-laws and the relevant provisions of the Bermuda Companies Act 1981.

Based on the register of members of the Company, the Requisitionist is the registered holder of 101,339,084 Shares (representing 10% of the issued share capital of the Company) as at the date of the Requisition.

LETTER FROM THE BOARD

Reasons for the Proposed Winding Up

The reasons for the proposed winding up of the Company given by the Requisitionist relate, essentially, to the net liabilities position of the Group, the suspension of operations of the Hotel and the poor performance of the Hotel generally. The Requisitionist expresses its belief that the remaining value in the Company will best be maximized with an independent unwind process supervised by a court.

Comment

The Board's view is that were the Company to be wound up, the value of the Company would be irreversibly destroyed, with likely no recovery for Shareholders. The Company has worked hard to stabilise the position in respect of bank loans in the principal amount of approximately HK\$2.84 billion that are currently due. In particular, it continues to seek prospective buyers for the Hotel and to work with its bank on appropriate remedial action. In the meantime, the Board sees no benefit to Shareholders in taking action that might disrupt the otherwise satisfactory performance of the Group's engineering and management contracting business.

The Board believes it to be fair comment to query the motive of the Requisitionist. The Board quite accepts that the Requisitionist has no duty to consider the interests of other Shareholders, unlike the Board. The Board, in exercising its duties, is of the view that a winding up of the Company would not be in the best interests of all Shareholders. From disclosure of interest filings applicable to the Requisitionist, the Board has noted that the Requisitionist is interested in certain convertible bonds issued by the Company due 2025. The Board observes that the Requisitionist's action might be self-motivated in the context of its holding of debt in the Company that would rank ahead of equity on a winding up, but has otherwise yet to fall due.

Relevant Provisions under the Bye-laws

According to Bye-law 58 of the Bye-laws, members of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition, and such meeting shall be held within two (2) months after the deposit of such requisition.

According to Bye-law 164(2) of the Bye-laws, a resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.

SGM

The notice convening the SGM to be held on Friday, 4 December 2020 at 10:30 a.m. at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong is set out on pages 5 and 6 of this circular. At the SGM, special resolution in respect of the proposed winding up of the Company will be proposed.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The Chairman of the SGM will therefore put the resolution to be proposed at the SGM to be voted by way of a poll pursuant to Bye-law 66 of the Bye-laws.

A form of proxy for use by the Shareholders at the SGM is enclosed. If you are not able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Board can inform Shareholders that Shareholders holding some 25% of the issued share capital of the Company have expressed their opposition to the winding up of the Company. Given this opposition, the Board expects that it is almost a certainty that the proposed resolution will not be passed by the requisite majority.

The Directors consider that the proposed winding up of the Company is not in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote against the resolution to be proposed at the SGM.

Yours faithfully,
For and on behalf of the Board of
South Shore Holdings Limited
Peter Lee Coker Jr.
Chairman

NOTICE OF SGM



South Shore Holdings Limited

南岸集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 577)

NOTICE IS HEREBY GIVEN that a special general meeting of South Shore Holdings Limited (the “**Company**”) will be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Friday, 4 December 2020 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** the Company be wound up pursuant to bye-law 164(2) of the Company’s bye-laws and the relevant provisions of the Bermuda Companies Act 1981.”

By Order of the Board of
South Shore Holdings Limited
Mui Ching Hung, Joanna
Company Secretary

Hong Kong, 4 November 2020

Principal Place of Business:

33/F, 250 Hennessy
250 Hennessy Road
Wanchai
Hong Kong

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company.
2. A form of proxy for the meeting is enclosed. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, shall be deposited at the Company’s branch share registrar in Hong Kong, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote.
3. The register of members of the Company will be closed from Tuesday, 1 December 2020 to Friday, 4 December 2020 (both dates inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the meeting, all transfers of shares accompanied by the relevant share certificates and transfer forms, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 30 November 2020.
4. In light of the COVID-19 pandemic and the Prevention and Control of Disease (Prohibition on Group Gathering) Regulation (Chapter 599G of the Laws of Hong Kong) (the “**Regulation**”), the Company will implement the following precautionary measures at the meeting to comply with the Regulation and to ensure the safety of all attendees:

NOTICE OF SGM

- (a) Compulsory body temperature screening/check will be conducted before any person will be admitted to Fairmont House (“**Fairmont House**”) where the meeting will be held. The management office of Fairmont House may refuse entry to Fairmont House by any person who fails the temperature check. Persons so refused entry to Fairmont House will not be able to attend the meeting;
- (b) Any person who is subject to quarantine order by the Hong Kong government will not be admitted to the venue of the meeting;
- (c) Every attendee is required to wear a surgical face mask at all times at the venue of the meeting and to maintain a safe distance from other attendees;
- (d) Designated seating arrangement will be made so as to ensure appropriate social distancing; and
- (e) No food or drink will be served, and no gifts will be distributed, at the meeting.

The Company reserves the right to deny entry into or require any person to leave the venue of the meeting if such person refuses to comply with any of the above precautionary measures.

As at the date of this notice, the directors of the Company are:

Mr Peter Lee Coker Jr.	:	Chairman (Executive Director)
Ir James Chiu, <i>OBE, JP</i>	:	Independent Non-Executive Director
Professor Lee Chack Fan, <i>GBS, SBS, JP</i>	:	Independent Non-Executive Director
Mr Iain Ferguson Bruce	:	Independent Non-Executive Director
Dr Lo Wing Yan, William, <i>JP</i>	:	Independent Non-Executive Director