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## **South Shore Holdings Limited**

**南岸集團有限公司**

*(Incorporated in Bermuda with limited liability)*

(Stock code: 577)

### **CHANGE OF DIRECTORS, COMPANY SECRETARY, AUTHORISED REPRESENTATIVE AND AGENT FOR THE SERVICE OF PROCESS IN HONG KONG AND CHANGE OF COMPOSITION OF BOARD COMMITTEES**

#### **CHANGE OF DIRECTORS**

##### **Resignation of Independent Non-Executive Directors**

The board of directors (the “**Board**”) of South Shore Holdings Limited (the “**Company**”) announces that with effect from 18 May 2021, Ir James Chiu (“**Ir Chiu**”), Professor Lee Chack Fan (“**Professor Lee**”) and Mr Iain Ferguson Bruce (“**Mr Bruce**”) resigned as Independent Non-Executive Directors of the Company in order to devote more time to their personal commitments. Accordingly, with effect from 18 May 2021,

- (a) Ir Chiu ceased to be the chairman of the audit committee (the “**Audit Committee**”), remuneration committee (the “**Remuneration Committee**”), corporate governance committee (the “**Corporate Governance Committee**”) and PYE committee (the “**PYE Committee**”) of the Company, and a member of the nomination committee (the “**Nomination Committee**”) of the Company;
- (b) Professor Lee ceased to be the chairman of the Nomination Committee, and a member of the Audit Committee, Remuneration Committee and PYE Committee; and
- (c) Mr Bruce ceased to be the chairman of the finance and investment committee (the “**Finance and Investment Committee**”) and disclosures committee (the “**Disclosures Committee**”) of the Company, and a member of the Audit Committee, Remuneration Committee, Nomination Committee, Corporate Governance Committee and PYE Committee.

Ir Chiu, Professor Lee and Mr Bruce have confirmed that they have no disagreement with the Board and there are no matters with respect to their resignation that need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board takes this opportunity to express its gratitude to Ir Chiu, Professor Lee and Mr Bruce for their valuable contributions to the Company during their tenure of office.

### **Appointment of Independent Non-Executive Directors**

The Board announces that with effect from 18 May 2021,

- (a) Mr Choi Wai Hong, Clifford (“**Mr Choi**”) has been appointed as an Independent Non-Executive Director of the Company, and the chairman of the Audit Committee, Remuneration Committee, Nomination Committee, Finance and Investment Committee and Disclosures Committee;
- (b) Ms Lam Yan Fong, Flora (“**Ms Lam**”) has been appointed as an Independent Non-Executive Director of the Company, the chairman of the Corporate Governance Committee, and a member of the Audit Committee, Remuneration Committee, Nomination Committee; and
- (c) Ms Liu Tsui Fong (“**Ms Liu**”) has been appointed as an Independent Non-Executive Director of the Company, and a member of the Audit Committee, Remuneration Committee, Nomination Committee and Corporate Governance Committee.

Set out below are the biographies and background information of Mr Choi, Ms Lam and Ms Liu.

**Choi Wai Hong, Clifford**, aged 63, obtained a finance degree in finance and accounting from The Victoria University of Manchester, United Kingdom, in 1982. Mr Choi is a member of (i) The Hong Kong Institute of Certified Public Accountants; (ii) The Institute of Chartered Accountants in England and Wales; (iii) The Association of Chartered Certified Accountants; and (iv) The Taxation Institute of Hong Kong. Mr Choi currently holds the Hong Kong Institute of Certified Public Accountants Practising Certificate.

Mr Choi joined Price Waterhouse (currently known as PricewaterhouseCoopers) in Hong Kong in January 1983 and departed in July 1992 with his last position as manager. He was subsequently a general manager in DCH MSC (China) Limited, NHK Distribution Company Limited and Porsche Centre Hangzhou respectively from July 1992 to June 1999, July 1999 to December 2003 and January 2004 to August 2012. He then joined Princess Yacht Southern China Limited as a chief executive officer from September 2012 to November 2012 and later on as a director in the NHK Yacht Services division of NHK Distribution Company Limited from December 2012 to August 2017. Mr Choi then joined Beijing Glory Star Centre Automotive Sales and Service Company Limited\* (北京極光星徽汽車銷售服務有限公司) as its general manager from September 2017 to January 2018. He has re-joined NHK Distribution Company Limited since 2003 and currently serves as its director. Mr Choi is also an executive director of Freeman Fintech Corporation Limited (Provisional Liquidators Appointed) (“**Freeman FinTech**”) (0279.HK). As stated in the announcement of Freeman FinTech, trading in its shares on the Stock Exchange has been suspended with effect from 28 February 2020 and will remain suspended pending fulfilment of the resumption conditions and such other further conditions that may be imposed by the Stock Exchange. He is also a non-

executive director of Xinming China Holdings Limited (2699.HK) and an independent non-executive director of Samson Paper Holdings Limited (Provisional Liquidators Appointed) (0731.HK). Mr Choi was an independent non-executive director of Bolina Holding Co., Ltd. (“**Bolina**”) (1190.HK) until 10 March 2021, which was incorporated in the Cayman Islands with limited liability and was delisted from the Main Board of the Stock Exchange on 10 March 2021. An order was granted by the High Court of Hong Kong to wind up Bolina, whose principal businesses are manufacture and sale of sanitary ware products and research and development, manufacture and sale of massage chairs and massage devices, on 17 September 2018 upon petition of PC Securities Limited filed on 11 May 2018 for the outstanding sum of approximately HK\$157 million as stated in its announcement and is currently in liquidation. Save as disclosed above, Mr Choi did not hold (i) any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) any other major appointment and professional qualification.

Mr Choi does not have any interest in any shares or underlying shares of the Company required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance nor does he have any relationship with any other directors, senior management or substantial shareholder or controlling shareholder of the Company. Mr Choi has entered into a letter of appointment with the Company. Subject to the bye-laws of the Company, his maximum term of engagement is up to the conclusion of the third annual general meeting of the Company from the date of his appointment. He is entitled to receive a director’s fee of HK\$50,000 per month as determined by the Board pursuant to the authority given by the Shareholders at the Company’s general meetings and with reference to the prevailing market conditions.

Save as disclosed above, there are no matters concerning Mr Choi that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”).

**Lam Yan Fong, Flora**, aged 46, is a practicing solicitor in Hong Kong. Ms Lam obtained a bachelor degree of Law (LLB) in 1999 and then completed the Postgraduate Certificate in Laws in 2001 both at The University of Hong Kong. Ms Lam has joined Messrs. Lam & Co. since 2007 as an Assistant Solicitor and also has been a consultant of the firm. Now, she has her own firm name Flora Lam & Co (opened in September 2020). The working areas of Ms Lam cover civil litigation, criminal litigation, conveyancing, insolvency, personal injury, intellectual property, family matters, employment and tax matters.

Ms Lam did not hold (i) any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) any other major appointment and professional qualification. Ms Lam does not have any interest in any shares or underlying shares of the Company required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance nor does she have any relationship with any other directors, senior management or substantial shareholder or controlling shareholder of the Company. Ms Lam has entered into a letter of appointment with the Company. Subject to the bye-laws of the Company, her maximum term of engagement is up to the conclusion of the third annual general meeting of the Company from the date of her appointment. She is entitled to receive a director’s fee of HK\$50,000 per month as determined by the Board pursuant to the authority given by the Shareholders at the Company’s general meetings and with reference to the prevailing market conditions.

Save as disclosed above, there are no matters concerning Ms Lam that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

**Liu Tsui Fong**, aged 48, holds Master of Arts in International Accounting from City University of Hong Kong. Ms Liu is a fellow member of The Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants, an associate member of The Chartered Governance Institute and The Hong Kong Institute of Chartered Secretaries. Ms Liu has over 10 years' experience in accounting and company secretarial field in Hong Kong.

Ms Liu did not hold (i) any directorship in the last three years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) any other major appointment and professional qualification. Ms Liu does not have any interest in any shares or underlying shares of the Company required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance nor does she have any relationship with any other directors, senior management or substantial shareholder or controlling shareholder of the Company. Ms Liu has entered into a letter of appointment with the Company. Subject to the bye-laws of the Company, her maximum term of engagement is up to the conclusion of the third annual general meeting of the Company from the date of her appointment. She is entitled to receive a director's fee of HK\$50,000 per month as determined by the Board pursuant to the authority given by the Shareholders at the Company's general meetings and with reference to the prevailing market conditions.

Save as disclosed above, there are no matters concerning Ms Liu that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Taking this opportunity, the Board would like to extend its warmest welcome to Mr Choi, Ms Lam and Ms Liu for joining the Board.

#### **CHANGE OF COMPANY SECRETARY**

The Board announces that Ms Mui Ching Hung, Joanna ("**Ms Mui**") resigned as the Company Secretary of the Company with effect from 18 May 2021. Ms Mui has confirmed that she has no disagreement with the Board and there are no matters with respect to her resignation that need to be brought to the attention of the Shareholders or the Stock Exchange. The Board would like to take this opportunity to express its gratitude to Ms Mui for her valuable contributions to the Company during her tenure of office.

The Board also announces that Ms Chow Mun Yee ("**Ms Chow**") has been appointed as the Company Secretary of the Company with effect from 18 May 2021. Set out below is the biography and background information of Ms Chow.

**Ms Chow Mun Yee**, aged 45, has been an Executive Director (Finance Director) of the Company since 3 May 2021. She is also a member of the Remuneration Committee, Nomination Committee, Finance and Investment Committee, Disclosures Committee and Executive Committee of the Company. Ms Chow has over 13 years of experience in accounting and auditing at an international accounting firm and has extensive experience in financial services, investment and property development. Ms Chow is a fellow member of the Hong Kong Institute of Certified Public Accountants and is a fellow member of the Association of Chartered Certified Accountants. She holds a Bachelor (Hons) degree in Business Administration from The Chinese University of Hong Kong.

#### **CHANGE OF AUTHORISED REPRESENTATIVE AND AGENT FOR THE SERVICE OF PROCESS IN HONG KONG**

The Board announces that with effect from 18 May 2021,

- (1) Mr Chow Chi Wah, Vincent and Ms Chow Mun Yee have been appointed as authorised representatives of the Company under Rule 3.05 of the Listing Rules in place of Mr Peter Lee Coker Jr. and Ms Mui Ching Hung, Joanna; and
- (2) Mr Chow Chi Wah, Vincent and Ms Chow Mun Yee have been appointed as authorised representatives of the Company for accepting service of process or notices on the Company's behalf in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) in place of Mr Peter Lee Coker Jr. and Ms Mui Ching Hung, Joanna.

#### **CHANGE OF COMPOSITION OF BOARD COMMITTEES**

Following the appointment of Directors as set out above, with effect from 18 May 2021,

- (1) The members of the Audit Committee are Mr Choi Wai Hong, Clifford, Dr Lo Wing Yan, William, Ms Lam Yan Fong, Flora and Ms Liu Tsui Fong;
- (2) The members of the Remuneration Committee are Mr Choi Wai Hong, Clifford, Mr Chow Chi Wah, Vincent, Ms Chow Mun Yee, Ms Lam Yan Fong, Flora and Ms Liu Tsui Fong;
- (3) The members of the Nomination Committee are Mr Choi Wai Hong, Clifford, Mr Chow Chi Wah, Vincent, Ms Chow Mun Yee, Ms Lam Yan Fong, Flora and Ms Liu Tsui Fong;
- (4) The members of the Finance and Investment Committee are Mr Choi Wai Hong, Clifford, Mr Peter Lee Coker Jr., Mr Chow Chi Wah, Vincent and Ms Chow Mun Yee;
- (5) The members of the Disclosures Committee are Mr Choi Wai Hong, Clifford, Mr Peter Lee Coker Jr., Mr Chow Chi Wah, Vincent and Ms Chow Mun Yee; and
- (6) The members of the Corporate Governance Committee are Ms Lam Yan Fong, Flora and Ms Liu Tsui Fong.

Moreover, following the said change of Directors, with effect from 18 May 2021, the PYE Committee was discharged.

By Order of the Board of  
**South Shore Holdings Limited**  
**Peter Lee Coker Jr.**  
*Chairman (Executive Director)*

Hong Kong, 18 May 2021

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

|                                    |  |
|------------------------------------|--|
| Mr Peter Lee Coker Jr.             | : Chairman (Executive Director)          |
| Mr Chow Chi Wah, Vincent           | : Executive Director (Managing Director) |
| Ms Chow Mun Yee                    | : Executive Director (Finance Director)  |
| Dr Lo Wing Yan, William, <i>JP</i> | : Independent Non-Executive Director     |
| Mr Choi Wai Hong, Clifford         | : Independent Non-Executive Director     |
| Ms Lam Yan Fong, Flora             | : Independent Non-Executive Director     |
| Ms Liu Tsui Fong                   | : Independent Non-Executive Director     |