
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect about this circular or as to the action to be taken, you should consult your 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 (In Provisional Liquidation) (the “**Company**”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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South Shore Holdings Limited
南岸集團有限公司
(In Provisional Liquidation)

(Incorporated in Bermuda with limited liability)

(Stock code: 577)

NOTICE OF MEETING OF CONTRIBUTORIES

A letter from the Joint Provisional Liquidators is set out on pages 2 to 4 of this circular. A notice convening the meeting of contributories (the “**Meeting**”) of the Company to be held at Room 202, Duke of Windsor Social Service Building, 15 Hennessy Road, Wan Chai, Hong Kong on Friday, 15 October 2021 at 3:00 p.m. is set out on page 5 of this circular. A form of proxy for use by the Shareholders at the Meeting or any adjourned meeting is enclosed.

If you intend to attend the Meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to Ernst & Young Transactions Limited at 27/F, One Taikoo Place, 979 King’s Road, Quarry Bay, Hong Kong as soon as practicable and in any event by 12:00 noon (Hong Kong time) on 13 October 2021. If the Meeting is adjourned, the form of proxy should be returned not less than 48 hours before the adjourned Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

30 September 2021

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DEFINITIONS

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

“Board”	the board of Directors;
“Company”	South Shore Holdings Limited (In Provisional Liquidation), a company incorporated in the in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange;
“Contributory(ies)”	every person (including the Shareholders) who is liable to contribute to the assets of the Company in the event of its being wound up, and for the purposes of all proceedings for determining, and all proceedings prior to the final determination of, the persons who are to be deemed contributories, including any person alleged to be a contributory;
“Court”	The Supreme Court of Bermuda;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Meeting”	the meeting of contributories of the Company to be held at Room 202, Duke of Windsor Social Service Building, 15 Hennessy Road, Wan Chai, Hong Kong on Friday, 15 October 2021 at 3:00 p.m. or any adjournment thereof (as the case may be);
“Share(s)”	share(s) of HK\$0.20 each in the capital of the Company (or of such nominal amount as shall result from a subdivision, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);
“Shareholder(s)”	holder(s) of the Share(s); and
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

LETTER FROM THE JOINT PROVISIONAL LIQUIDATORS



South Shore Holdings Limited **南岸集團有限公司** **(In Provisional Liquidation)**

(Incorporated in Bermuda with limited liability)

(Stock code: 577)

Executive Directors:

Mr Peter Lee Coker Jr (*Chairman*)
Mr Chow Chi Wah, Vincent
Ms Chow Mun Yee

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Independent Non-Executive Directors:

Dr Lo Wing Yan, William, JP
Mr Choi Wai Hong
Ms Liu Tsui Fong

Head office and principal place of

business in Hong Kong:
27/F, One Taikoo Place
979 King's Road
Quarry Bay
Hong Kong

30 September 2021

To the Shareholders

Dear Sir or Madam,

NOTICE OF MEETING OF CONTRIBUTORIES

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of resolutions to be proposed at the Meeting relating to the appointment of joint liquidators of the Company (the “**Joint Liquidators**”) and the appointment of a committee of inspection.

LETTER FROM THE JOINT PROVISIONAL LIQUIDATORS

2. BACKGROUND

Mr Edward Alexander Niles Whittaker of R&H Services Limited and Mr Chan King Wai Leonard of Ernst & Young Transactions Limited were appointed as the Joint Provisional Liquidators of the Company (the “JPLs”) pursuant to an Order of the Supreme Court of Bermuda, Commercial Court on 23 July 2021 (the “Order”).

3. COMMITTEE OF INSPECTION

The function of a committee of inspection is to provide assistance and guidance to the Joint Liquidators in the performance of their duties and to approve the exercise of certain powers by the Joint Liquidators in accordance to the Bermuda Companies Act 1981, and to approve the Joint Liquidators’ remuneration. A committee of inspection must consist of not more than 5 members.

4. THE MEETING

Pursuant to section 171(b) of Bermuda Companies Act 1981, a provisional liquidator shall summon separate meetings of the creditors and contributories of the company for the purpose of determining whether or not an application is to be made to the Court for appointing a liquidator in place of the provisional liquidator. Pursuant to the Order, the meetings of creditors and contributories shall be held within 3 months from the date of the winding-up order. Accordingly, the JPLs have exercised their powers to convene the Meeting for the purpose of considering and if thought fit, passing the ordinary resolutions in relation to the following matters:

- (a) (i) an application be made to the Court to appoint Mr Edward Alexander Niles Whittaker of R&H Services Limited and Mr Chan King Wai Leonard of Ernst & Young Transactions Limited (the JPLs) and Ms So Kit Yee Anita of Ernst & Young Transactions Limited, as Joint Liquidators of the Company.

OR

- (ii) an application be made Court to appoint _____ (name) as Joint Liquidator(s) of the Company (not applicable if resolution (a)(i) above is passed).
- (b) an application be made to the Court for the appointment of a committee of inspection to act with Joint Liquidator(s) in the winding-up of the business of the Company.
- (c) _____ (name) be nominated to be a member of the committee of inspection. (only applicable if resolution (b) above is passed).

Notice of the Meeting to be held at Room 202, Duke of Windsor Social Service Building, 15 Hennessy Road, Wan Chai, Hong Kong on Friday, 15 October 2021 at 3:00 p.m. (Hong Kong time) is set out on page 5 of this circular. Ordinary resolutions in respect of the matters as referred to above will be proposed at the Meeting.

LETTER FROM THE JOINT PROVISIONAL LIQUIDATORS

5. PROXY ARRANGEMENT

A form of proxy for use at the Meeting is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, at the office of Ernst & Young Transactions Limited at 27/F, One Taikoo Place, 979 King's Road, Quarry Bay, Hong Kong not later than 12:00 noon (Hong Kong time) on 13 October 2021 or at least 48 hours before the adjourned 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.

6. POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by a poll. Therefore, all votes at the Meeting shall be taken by poll and separate resolutions are proposed for each of the substantially separate issues.

For and on behalf of
South Shore Holdings Limited
(In Provisional Liquidation)
Edward Alexander Niles Whittaker
Chan King Wai, Leonard
Joint Provisional Liquidators
Acting as agents of the Company only and
without personal liability

The affairs, business and property of the Company are being managed by the Joint Provisional Liquidators who act as agents of the Company only and without personal liability.

NOTICE OF MEETING OF CONTRIBUTORIES



South Shore Holdings Limited 南岸集團有限公司 (In Provisional Liquidation)

(Incorporated in Bermuda with limited liability)

(Stock code: 577)

NOTICE OF MEETING OF CONTRIBUTORIES

NOTICE IS HEREBY GIVEN THAT the first meeting of contributories of South Shore Holdings Limited (In Provisional Liquidation) (the “**Company**”) in the above matter will be held at Room 202, No. 15 Hennessy Road, Wanchai, Hong Kong on Friday, 15 October 2021 at 3:00 p.m. (Hong Kong time).

The purpose of the meeting is:-

- i. To appoint a Liquidator(s); and
- ii. To determine whether or not a Committee of Inspection (“**Committee**”) is to be appointed to act with the Liquidator(s), and who will be the elected members of the Committee if appointed.

Contributories may vote either in person or by proxy. Proxies to be used at the Meeting must be lodged at the office of Ernst & Young Transactions Limited not later than 12:00 noon (Hong Kong time) on 13 October 2021 or at least 48 hours before the adjourned Meeting at which it is to be held.

Please contact Ms. Forita Fung at +852 3471 2643 (Forita.Fung@hk.ey.com) or Ms Karry Ng at +852 3471 2651 (Karry.Ng@hk.ey.com) if you require copy of the proxy or have any other queries in connection with the Meeting.

Dated this 30th day of September 2021.

Chan King Wai Leonard
Edward Alexander Niles Whittaker
Joint Provisional Liquidators

As at the date of this announcement, the executive directors of the Company are Mr. Peter Lee Coker Jr. (Chairman), Mr. Chow Chi Wah, Vincent and Ms. Chow Mun Yee. The independent non-executive directors of the Company are Dr. Lo Wing Yan, William, JP, Mr. Choi Wai Hong, Clifford and Ms. Liu Tsui Fong.

The affairs, business and property of the Company are being managed by the Joint Provisional Liquidators who act as agents of the Company only and without personal liability.