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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 securities 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.

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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)

**RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company to be held at 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Monday, 27 August 2018 at 10:00 a.m. is set out on pages 9 to 12 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 Company's branch share registrar in Hong Kong, Tricor Standard Limited at Level 22, 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.

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	2
Re-election of Retiring Directors .....	3
General Mandates to Issue Shares and to Repurchase Shares .....	3
Annual General Meeting .....	4
Responsibility Statement .....	4
Recommendation .....	4
<b>Appendix I – Particulars of Retiring Directors Standing for Re-election</b> .....	5
<b>Appendix II – Explanatory Statement on Securities Repurchase Mandate</b> .....	7
<b>Notice of Annual General Meeting</b> .....	9

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Monday, 27 August 2018 at 10:00 a.m., notice of which is set out on pages 9 to 12 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	South Shore Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“General Mandates”	the Issue Mandate and Securities Repurchase Mandate to be sought at the Annual General Meeting
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the proposed general mandate to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with new Shares not exceeding 20% of the number of issued Shares as at the date of the passing of the resolution approving the said mandate
“Latest Practicable Date”	25 July 2018, being the latest practicable date for ascertaining certain information in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Securities Repurchase Mandate”	the proposed general mandate to be granted to the Directors to exercise all the powers of the Company to repurchase Shares not exceeding 10% of the number of issued Shares as at the date of the passing of the resolution approving the said mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.20 each in the Share Capital
“Share Capital”	the aggregate nominal amount of the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Peter Lee Coker Jr. (*Chairman*)  
Lau Ko Yuen, Tom (*Deputy Chairman*)  
Walter Craig Power (*Chief Executive Officer*)

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Independent Non-Executive Directors:*

James Chiu, *OBE, JP*  
Lee Chack Fan, *GBS, SBS, JP*  
Iain Ferguson Bruce  
Francis Goutenmacher  
Chan Kok Chung, Johnny

*Principal Place of Business  
in Hong Kong:*

601, Hutchison House  
10 Harcourt Road, Central  
Hong Kong

27 July 2018

*To the Shareholders,*

Dear Sir or Madam

**RE-ELECTION OF RETIRING DIRECTORS,  
GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is, inter alia, to provide Shareholders with details regarding (a) re-election of the retiring Directors; and (b) proposed grant of the General Mandates and the extension of the Issue Mandate.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-laws 87(1) and 87(2) of the Bye-laws, Professor Lee Chack Fan, Mr Francis Goutenmacher and Mr Chan Kok Chung, Johnny will retire from office by rotation at the Annual General Meeting. All retiring Directors, being eligible for re-election, will offer themselves for re-election at the Annual General Meeting. Brief biographical and other details of the retiring Directors offering themselves for re-election which are required to be disclosed under the Listing Rules are set out in Appendix I to this circular.

Pursuant to paragraph A.4.3 of the Corporate Governance Code set out in Appendix 14 of the Listing Rules, any further appointment of an independent non-executive director who has served on the board of directors in excess of nine years should be subject to a separate resolution to be approved by the shareholders. Professor Lee Chack Fan, being Independent Non-Executive Director eligible for re-election at the Annual General Meeting, has served on the Board as Independent Non-Executive Director for more than nine years. He has provided his annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. During his years of service, he has not been involved in the daily management of the Company nor in any relationships which would interfere with his independent judgment, and has demonstrated his ability to provide an independent, balanced and objective view to the Company's affairs. The Company is of the view that Professor Lee meets the independent guidelines set out in Rule 3.13 of the Listing Rules and is regarded as independent in accordance with the terms of the guidelines. Notwithstanding the length of his service, the Company believes that Professor Lee's valuable knowledge and experience in the Group's business and his general business acumen will continue to benefit the Company and the Shareholders as a whole. The Directors, therefore, recommend Professor Lee for re-election at the Annual General Meeting.

In addition, each of Mr Francis Goutenmacher and Mr Chan Kok Chung, Johnny, being Independent Non-Executive Directors eligible for re-election at the Annual General Meeting, have given an annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that Mr Goutenmacher and Mr Chan meet the independent guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

### GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES

At a special general meeting of the Company held on 8 May 2018, general mandates were granted to the Directors authorising them, inter alia, (a) to exercise the powers of the Company to allot and issue Shares not exceeding 20% of the number of issued Shares as at 8 May 2018; (b) to exercise the powers of the Company to repurchase Shares not exceeding 10% of the number of issued Shares as at 8 May 2018; and (c) to extend the general mandate to issue Shares by the number of Shares purchased under the repurchase mandate mentioned in (b) above. Such general mandates will expire at the conclusion of the Annual General Meeting. Ordinary resolutions will be proposed at the Annual General Meeting to grant to the Directors new general mandates authorising them, inter alia, (a) to exercise the powers of the Company to allot and issue Shares not exceeding 20% of the number of issued Shares as at the date of the passing of such resolution; (b) to exercise the powers of the Company to repurchase Shares not exceeding 10% of the number of issued Shares as at the date of the passing of such resolution; and (c) to extend the general mandate to issue Shares by the number of Shares purchased under the Securities Repurchase Mandate.

Assuming no further issue or repurchase of Shares between the Latest Practicable Date and the date of the Annual General Meeting, upon the passing of the ordinary resolutions to approve the grant of the General Mandates at the Annual General Meeting, the Directors would be allowed to allot and issue up to 202,590,742 Shares and to repurchase up to 101,295,371 Shares.

The Directors believe that it is in the interests of the Company and the Shareholders as a whole if the General Mandates are granted at the Annual General Meeting. The Issue Mandate provides the Directors with flexibility to issue Shares especially in the context of a fund raising exercise or a transaction involving an acquisition by the Group where Shares are to be issued as consideration and which has to be completed speedily. However, as at the Latest Practicable Date, the Directors, in the event that the Issue Mandate is approved by the Shareholders, have no present intention of any acquisition by the Company nor any present plan for raising capital by issuing new Shares under the proposed Issue Mandate.

An explanatory statement providing all the information required under the Listing Rules concerning the Securities Repurchase Mandate is set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out on pages 9 to 12 of this circular at which resolutions will be proposed, inter alia, to approve the re-election of retiring Directors and the grant of the General Mandates, the extension of the Issue Mandate.

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 Annual General Meeting will therefore put each of the resolutions to be proposed at the Annual General Meeting 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 Annual General Meeting is enclosed. If you do not intend 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 22, 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 the holding of the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

As at the Latest Practicable Date, no Shareholder had a material interest in the resolutions to be proposed at the Annual General Meeting. As such, no Shareholder is required under the Listing Rules to abstain from voting on the resolutions at the Annual General Meeting.

### 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 Company. The Director, 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.

### RECOMMENDATION

The Directors consider that the re-election of retiring Directors, the grant of General Mandates and the extension of the Issue Mandate are in the best interest of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all resolutions to be proposed at the Annual General Meeting.

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

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## APPENDIX I PARTICULARS OF RETIRING DIRECTORS STANDING FOR RE-ELECTION

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The biographical and other details of the retiring Directors standing for re-election at the Annual General Meeting are set out below:

**Lee Chack Fan**, *GBS, SBS, JP*, aged 73, has been an Independent Non-Executive Director of the Company since January 2005. He is also the Chairman of the Nomination Committee of the Company, and a member of the Audit Committee, Remuneration Committee and PYE Committee of the Company. He is also an independent non-executive director of a subsidiary of the Company. Professor Lee is the chair professor of geotechnical engineering and is the Chancellor of the Chu Hai College of Higher Education. He is also an academician of Chinese Academy of Engineering. Professor Lee graduated from The University of Hong Kong in 1968 and subsequently received his master's degree from the University of Hong Kong in 1970 and a Ph.D. from the University of Western Ontario, Canada in 1972. Professor Lee is an internationally renowned expert in geotechnical engineering. He worked for Ontario Hydro in Canada for some 20 years before he joined his alma mater in 1994. He has participated in the design of many massive dams and nuclear power stations. He has served as a specialist consultant or an advisor to many international bodies such as the United Nations Development Plan, World Bank, Asian Development Bank, etc. on numerous energy and infrastructure projects in many parts of the world. Professor Lee's eminent achievement in civil engineering has been highly recognized; he was awarded the KY Lo Medal in 2000 by the Engineering Institute of Canada and was elected the academician of the Chinese Academy of Engineering in 2003 in recognition of his contributions to the engineering profession. He has been appointed as Justice of the Peace by the Hong Kong Special Administrative Region Government in July 2003, and he has been awarded the Silver Bauhinia Star and Gold Bauhinia Star in July 2005 and July 2013 respectively.

Professor Lee is currently the Chairman of Hong Kong Institute for Promotion of Chinese Culture, member of the Commission on Strategic Development, and the President of the Fu Hui Charity Foundation.

Professor Lee did not hold any other directorship in any listed public companies in the last three years. He has an interest in 195,350 share options which entitled him to subscribe for a total of 195,350 Shares at an exercise price of HK\$12.531 per Share upon exercise, subject to fulfilment of certain vesting conditions. Other than disclosed above, Professor Lee does not have any interest in any shares or underlying shares of the Company required to be disclosed pursuant to Part XV of the SFO nor does he have any relationship with any other directors, senior management or substantial shareholder or controlling shareholder of the Company. He has not entered into a service contract with the Group. Subject to the Bye-laws, his maximum term of engagement is up to the conclusion of the third annual general meeting of the Company from the date of his last re-election. Professor Lee receives a director's fee, currently being HK\$930,800 per annum, 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. The emoluments (including any bonus payment and director's fee) of Professor Lee in future will be disclosed in accordance with the Listing Rules.

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

**Francis Goutenmacher**, aged 77, has been an Independent Non-Executive Director of the Company since February 2013. He is also a member of the Audit Committee and Nomination Committee of the Company. Mr Goutenmacher has been with Richemont Luxury Group, S.A. ("Richemont"), one of the world leading luxury goods groups, for over 30 years. He has been the managing director and chief executive officer of several prestigious brands, like Cartier and Piaget, encompassed by Richemont. After retiring as the regional chief executive of Richemont Asia Pacific Limited, Mr. Goutenmacher is now running a marketing consultancy firm, Gouten Consulting Limited, and is a director of this consultancy company. Mr Goutenmacher holds a Bachelor's degree from Ecole Nationale des Arts Decoratifs in Paris, France. He is an independent non-executive director of I.T Limited (0999.HK). He was an independent non-executive director of Natural Beauty Bio-Technology Limited (0157.HK) until 18 December 2015.

Save as disclosed above, Mr Goutenmacher did not hold any other directorship in any listed public companies in the last three years. He has an interest in 195,350 share options which entitled him to subscribe for a total of 195,350 Shares at an exercise price of HK\$12.531 per Share upon exercise, subject to fulfilment of certain vesting conditions. Other than disclosed above, Mr Goutenmacher does not have any interest in any shares or underlying shares of the Company required to be disclosed pursuant to Part XV of the SFO nor does he have any relationship with any other directors, senior management or substantial shareholder or controlling shareholder of the Company. He has not entered into a service contract with the Group. Subject to the Bye-laws, his maximum term of engagement is up to the conclusion of the third annual general meeting of the Company from the date of his last re-election. Mr Goutenmacher receives a director's fee, currently being HK\$1,342,900 per annum, 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. The emoluments (including any bonus payment and director's fee) of Mr Goutenmacher in future will be disclosed in accordance with the Listing Rules.

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## APPENDIX I PARTICULARS OF RETIRING DIRECTORS STANDING FOR RE-ELECTION

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

**Mr Chan Kok Chung, Johnny**, aged 58, has been an Independent Non-Executive Director of the Company since November 2014. He is also a member of the Audit Committee of the Company. Mr Chan has over 33 years of experience in investment banking and investment management industry. He is a co-founder of Techpacific Capital Limited since 1999, and the Chairman and Chief Executive Officer of Crosby Asset Management (Hong Kong) Limited from 2002 to 2016. Mr Chan is the President of the Hong Kong Venture Capital and Private Equity Association. He is also the Secretary General of the Asia Venture Capital and Private Equity Council. Mr Chan is a member of the Innovation and Technology Commission from 2014 to 2017. He is a member of the Choate Rosemary Hall Parent Advisory Council. He is an Independent Non-Executive Director of CNQC International Holdings Limited (1240.HK) and a Director of Repton International (Asia Pacific) Limited. Mr. Chan holds a Master of Business Administration degree from City University Business School in the United Kingdom, a postgraduate diploma from The Securities Institute of Australia and a Bachelor of Arts (Hons) degree in Economics from the London Metropolitan University.

Save as disclosed above, Mr Chan did not hold any other directorship in any listed public companies in the last three years. He has an interest in 195,350 share options which entitled him to subscribe for a total of 195,350 Shares at an exercise price of HK\$12.531 per Share upon exercise, subject to fulfilment of certain vesting conditions. Other than disclosed above, Mr Chan does not have any interest in any shares or underlying shares of the Company required to be disclosed pursuant to Part XV of the SFO nor does he have any relationship with any other directors, senior management or substantial shareholder or controlling shareholder of the Company. He has not entered into a service contract with the Group. Subject to the Bye-laws, his maximum term of engagement is up to the conclusion of the third annual general meeting of the Company from the date of his last re-election. Mr Chan receives a director's fee, currently being HK\$441,000 per annum, 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. The emoluments (including any bonus payment and director's fee) of Mr Chan in future will be disclosed in accordance with the Listing Rules.

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

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## APPENDIX II      EXPLANATORY STATEMENT ON SECURITIES REPURCHASE MANDATE

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This is an explanatory statement relating to the ordinary resolution authorising the Company to repurchase its own Shares proposed to be passed by the Shareholders at the Annual General Meeting.

This explanatory statement contains a summary of the information required pursuant to Rule 10.06 of the Listing Rules which is set out as follows:

### *Share Capital*

- As at the Latest Practicable Date, there were in issue a total of 1,012,953,711 Shares, all of which are fully paid;
- Assuming that no further Shares are issued or repurchased after the Latest Practicable Date and before the date of the Annual General Meeting, there will be 1,012,953,711 Shares in issue as at the date of the Annual General Meeting, and exercise in full of the Securities Repurchase Mandate would result in a maximum of 101,295,371 Shares being repurchased by the Company during the relevant period referred to in ordinary resolution numbered 4(B) of the notice of the Annual General Meeting;

### *Reasons for repurchases*

- The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Directors to purchase the Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will benefit the Company and the Shareholders;

### *Funding of repurchases*

- The repurchase of Shares shall be made with funds legally available for such purpose in accordance with the Company's memorandum of association and the Bye-laws and the applicable laws of Bermuda. Under Bermuda law, repurchases may only be effected out of the capital paid up on the purchased Shares or out of funds of the Company otherwise available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased. It is envisaged that the funds required for any repurchase would be derived from such sources;
- By reference to the financial position of the Company as at 31 March 2018 (being the date of the Company's latest audited accounts), the Directors consider that the repurchases of securities will have no material adverse impact on the working capital and the gearing position of the Company in the event that the Securities Repurchase Mandate were to be exercised in full during the proposed repurchase period. The Directors do not propose to exercise the Securities Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company;

### *Directors, their close associates and core connected persons*

- None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, as defined in the Listing Rules, has any present intention, in the event that the Securities Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company;
- No core connected person, as defined in the Listing Rules, has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Securities Repurchase Mandate were approved by the Shareholders;

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## APPENDIX II EXPLANATORY STATEMENT ON SECURITIES REPURCHASE MANDATE

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### *Undertaking of the Directors*

- The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Securities Repurchase Mandate in accordance with the Listing Rules, the Bye-laws and the applicable laws of Bermuda; and

### *Share repurchase made by the Company*

- The Company had not purchased any Shares, whether on the Stock Exchange or otherwise, in the six months preceding the Latest Practicable Date.

## GENERAL

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Company has one substantial Shareholder: Advance Tech Limited ("Advance Tech"), holding approximately 10.48% of the issued share capital of the Company. On the basis that no further Shares are issued or repurchased and in the event that the Securities Repurchase Mandate is exercised in full and that there is no change in the shareholdings of Advance Tech in the Company, the shareholdings of Advance Tech would be increased to approximately 11.64% of the issued share capital of the Company respectively, on exercise in full of the Securities Repurchase Mandate. Therefore, no obligation to make a general offer to Shareholders under Rule 26 of the Takeovers Code would arise.

## PRICES OF THE SHARES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Shares	
	Highest HK\$	Lowest HK\$
<b>2017</b>		
July	6.767*	3.091*
August	4.261*	3.509*
September	3.843*	3.133*
October	4.428*	1.337*
November	1.754*	1.295*
December	1.525*	1.170*
<b>2018</b>		
January	2.297*	1.253*
February	2.530	1.278*
March	2.980	0.650
April	0.720	0.530
May	1.080	0.570
June	0.950	0.650
July (up to the Latest Practicable Date)	0.860	0.640

- \* Adjusted for the effect of the capital reorganisation of the Company which became effective on 12 February 2018 and the completion of the rights issue of the Company on 20 March 2018.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)

**NOTICE IS HEREBY GIVEN** that the annual general meeting of South Shore Holdings Limited (the “Company”) will be held at 1804A, 18/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Monday, 27 August 2018 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditor of the Company for the year ended 31 March 2018.
2. (A) To re-elect the following retiring directors of the Company:
  - (a) To re-elect Professor Lee Chack Fan as a director;
  - (b) To re-elect Mr Francis Goutenmacher as a director; and
  - (c) To re-elect Mr Chan Kok Chung, Johnny as a director;(B) To fix the remuneration of the directors of the Company.
3. To re-appoint auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.
4. As special business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions of the Company:
  - (A) “**THAT:**
    - (i) subject to sub-paragraph (iii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws and the bye-laws of the Company, be and is hereby generally and unconditionally approved;
    - (ii) the approval in sub-paragraph (i) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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(iii) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approvals in sub-paragraphs (i) and (ii) of this resolution, otherwise than pursuant to a Rights Issue (as hereinafter defined) or an issue of shares of the Company under the share option schemes of the Company or an issue of shares upon exercise of subscription rights attached to warrants which might be issued by the Company or an issue of shares of the Company by way of any scrip dividend pursuant to bye-laws of the Company from time to time, shall not exceed 20 per cent. of the number of issued shares of the Company on the date of this resolution (such maximum number of shares of the Company that may be allotted and issued pursuant to the approval in paragraph (i) above is subject to adjustment in the event of share consolidation and subdivision, provided that the percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly), and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; or
- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

(B) **“THAT:**

- (i) subject to sub-paragraph (ii) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) shall be in addition to any other authorization given to the directors of the Company and shall authorise the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to purchase its securities at a price determined by the Directors;
- (iii) the aggregate number of Shares of the Company which the directors of the Company are authorised to repurchase pursuant to the approval in sub-paragraphs (i) and (ii) of this resolution shall not exceed 10 per cent. of the number of issued shares of the Company on the date of this resolution, and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(iv) for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; or
  - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- (C) “**THAT** conditional upon resolutions numbered 4(A) and 4(B) as set out in the notice convening this meeting being passed, the aggregate number of shares of the Company which are repurchased by the Company under the authority granted to the directors of the Company pursuant to and in accordance with the said resolution numbered 4(B) above shall be added to the aggregate number of shares of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued and dealt with by the directors of the Company pursuant to and in accordance with the resolution numbered 4(A) as set out in the notice convening this meeting.”

5. To transact any other ordinary business of the Company.

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

Hong Kong, 27 July 2018

*Principal Place of Business:*  
601, Hutchison House  
10 Harcourt Road, Central  
Hong Kong

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 (if required by the Board) 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 22, 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 purposes to vote.
3. The register of members of the Company will be closed from Thursday, 23 August 2018 to Monday, 27 August 2018 (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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 22 August 2018.

As at the date of this notice, the Directors are:

Mr Peter Lee Coker Jr.	:	Chairman (Executive Director)
Mr Lau Ko Yuen, Tom	:	Deputy Chairman (Executive Director)
Mr Walter Craig Power	:	Chief Executive Officer (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
Mr Francis Goutenmacher	:	Independent Non-Executive Director
Mr Chan Kok Chung, Johnny	:	Independent Non-Executive Director