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S U N N Y S I D E U P

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SUNNY SIDE UP CULTURE HOLDINGS LIMITED

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8082)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Sunny Side Up Culture Holdings Limited (the “**Company**”) will be held at 15th Floor, Fun Tower, 35 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 2 May 2024 at 1:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- (a) “Subject to and conditional upon The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal, such number of shares of the Company (the “**Shares**”) which may fall to be allotted and issued pursuant to the grant of any awards under the share award scheme (the “**Share Award Scheme**”) proposed to be adopted by the Company, the principal terms of which are set out in the printed document marked “**A**” now produced to the meeting and for the purpose of identification signed by the Chairman hereof, the rules of the Share Award Scheme be and are hereby approved and adopted to be the share award scheme of the Company; and that the directors of the Company (“**Director(s)**”) be and are hereby authorised to grant awards thereunder and to allot and issue shares pursuant to the Share Award Scheme and take all such steps as may be necessary or desirable to implement the Share Award Scheme.”
- (b) “Subject to and conditional upon the Stock Exchange granting the listing of, and permission to deal, such number of Shares which may fall to be issued and allotted pursuant to the exercise of any options which may be granted under the new share option scheme of the Company (the “**New Share Option Scheme**”), the principal terms of which are set out in the printed documents marked “**B**” now produced to the meeting and for the purpose of identification signed by the Chairman hereof, the rules of the New Share Option Scheme be and are hereby approved and adopted to be the New Share Option Scheme; and that the Directors be and are hereby authorised to grant options to allot, issue and deal in the Shares as maybe required to be allotted and issued upon the exercise of any option granted thereunder and to take all such steps as may be necessary or desirable to implement the New Share Option Scheme.”

- (c) “Subject to conditional upon the passing of resolution (b) above and the New Share Option Scheme becoming effective, the existing share option scheme of the Company as adopted on 15 September 2021 (the “**Existing Share Option Scheme**”) be and is hereby terminated upon the New Share Option Scheme coming into effect (without prejudice to the rights and benefits of and attached to any outstanding options which have been granted under the Existing Share Option Scheme prior to the date hereof (if any)).”
- (d) “Subject to and conditional upon the passing of resolutions (a) and (b) above and the Share Award Scheme and the New Share Option Scheme taking effect, the total number of Shares which may be awarded by the Company for the purpose of the Share Award Scheme and the New Share Option Scheme pursuant to the resolutions numbered (a) and (b) above, together with any issue of Shares upon exercise of all Awards and Options to be granted under the Share Award Scheme and the New Share Option Scheme and any other schemes of the Company (collectively, the “**Share Schemes**”), shall not exceed 10% of the total number of issued Shares as at the date of the passing of this resolution, and the approval in resolutions (a) and (b) above shall be limited accordingly.”
- (e) “Subject to and conditional upon the passing of resolutions (a) and (b) above and the Share Award Scheme and the New Share Option Scheme taking effect, the total number of Shares which may be awarded to all Service Providers pursuant to all Share Schemes shall not exceed 1% of the total number of issued Shares as at the date of the passing of this resolution, and the approval in resolutions (a) and (b) above shall be limited accordingly.”

By order of the Board
Sunny Side Up Culture Holdings Limited
Dong Choi Chi, Alex
Chairman and executive Director

Hong Kong, 16 April 2024

As at the date of this announcement, the executive Directors are Mr. Dong Choi Chi, Alex (the chairman) and Mr. Chong Cho Lam (chief executive officer), and independent non-executive Directors are Mr. Chan Wai Man, Mr. Siu Hi Lam, Alick and Dr. Ip Wai Hung. This announcement will remain on the “Latest Listed Company Information” page of the of the Stock Exchange website at www.hkexnews.hk for at least 7 days from the day of its publication and on the website of the Company at www.8082.com.hk.

Notes:

1. All the resolutions set out in this Notice shall be decided by poll.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and vote instead of him/her/it. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her/it.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 1:00 p.m. on Tuesday, 30 April 2024 (Hong Kong time) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of an appointment of corporate representative by a corporate shareholder (other than a shareholder which is a Clearing House (as defined in the Company's bye-laws) (or its nominee(s))), a copy of the resolution of its directors or other governing body of the shareholder authorising the appointment of the corporate representative or a form of notice of appointment of corporate representative issued by the Company for such purpose or a copy of the relevant power of attorney, together with an up-to-date copy of the shareholder's constitutive documents and a list of directors or members of the governing body of the shareholder as at the date of such resolution, or, as the case may be, power of attorney, in each case certified by a director, secretary or a member of the governing body of that shareholder and notarised, must be deposited at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 1:00 p.m. on Tuesday, 30 April 2024) or the adjourned meeting (as the case may be).
5. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Friday, 26 April 2024 to Thursday, 2 May 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the SGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 25 April 2024.
6. References to time and dates in this notice are to Hong Kong time and dates.