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SUNNY SIDE UP CULTURE HOLDINGS LIMITED

光尚文化控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 8082)

**(1) POLL RESULTS OF SPECIAL GENERAL MEETING
HELD ON 2 MAY 2024; AND
(2) ADOPTION OF THE SHARE AWARD SCHEME,
TERMINATION OF THE EXISTING SHARE OPTION SCHEME AND
ADOPTION OF THE NEW SHARE OPTION SCHEME**

The Board is pleased to announce that all the resolutions proposed were duly passed by way of poll at the SGM held on 2 May 2024.

Reference is made to the circular (the “**Circular**”) of Sunny Side Up Culture Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the special general meeting (the “**SGM**”) both dated 16 April 2024. Unless stated otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

(1) POLL RESULTS OF SGM

At the SGM of the Company held on 2 May 2024, all proposed resolutions as set out in the Notice were taken by way of poll. The Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

As at the date of the SGM, the total number of issued shares in the Company was 2,096,015,671 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against all the resolutions at the SGM. There was no Share entitling the holders thereof to attend and vote only against the resolutions at the SGM and no Shareholders were required under the GEM Listing Rules to abstain from voting at the SGM. No person had indicated in the Circular of his intention to vote against or to abstain from voting on any of the resolutions at the SGM.

The SGM was chaired by Mr. Chan Wai Man, an independent non-executive Director. The independent non-executive Directors, Dr. Ip Wai Hung and Mr. Siu Hi Lam, Alick

attended the SGM in person; and the executive Directors, Mr. Dong Choi Chi, Alex and Mr. Chong Cho Lam attended the SGM by electronic means.

The poll results in respect of the resolutions proposed at the SGM were as follows:

ORDINARY RESOLUTIONS		Number of votes (Approximate % of total number of votes cast)	
		For	Against
(a)	To adopt the Share Award Scheme.	746,337,468 (98.18%)	13,800,929 (1.82%)
(b)	To adopt the New Share Option Scheme.	746,337,468 (98.18%)	13,800,929 (1.82%)
(c)	To terminate the Existing Share Option Scheme.	746,337,468 (98.18%)	13,800,929 (1.82%)
(d)	To adopt the scheme mandate limit under the Share Schemes.	746,337,468 (98.18%)	13,800,929 (1.82%)
(e)	To adopt the service provider sublimit under the Share Schemes.	746,337,468 (98.18%)	13,800,929 (1.82%)

The description of the resolutions above is by way of summary only. The full text appears in the Notice.

As more than 50% of the votes were cast in favour of each of the proposed resolutions (a) to (e), the resolutions (a) to (e) were duly passed as ordinary resolutions by way of poll at the SGM.

(2) ADOPTION OF THE SHARE AWARD SCHEME, TERMINATION OF THE EXISTING SHARE OPTION SCHEME AND ADOPTION OF THE NEW SHARE OPTION SCHEME

According to the poll results of the SGM as set out above and pursuant to Rule 23.02(1) of the GEM Listing Rules, the ordinary resolutions to approve (i) the adoption of the Share Award Scheme; and (ii) the termination of the Existing Share Option Scheme and the adoption of the New Share Option Scheme, have been duly passed by way of poll.

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

Hong Kong, 2 May 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 the independent non-executive Directors are Mr. Chan Wai Man, Dr. Ip Wai Hung and Mr. Siu Hi Lam, Alick.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.

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