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YEAH YEAH
GROUP

YEAH YEAH GROUP HOLDINGS LIMITED

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

(Stock Code: 8082)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (“AGM”) of Yeah Yeah Group Holdings Limited (the “Company”) will be held at 15th Floor, Fun Tower, 35 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Friday, 23 June 2023 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements and the reports of the directors (the “**Director(s)**”) and auditors of the Company for the year ended 31 December 2022.
2.
 - (a) To re-elect Mr. Dong Choi Chi, Alex as an executive Director.
 - (b) To re-elect Mr. Chan Wai Man as an independent non-executive Director (who has served as an independent non-executive Director of the Company for more than 9 years).
 - (c) To authorise the board of Directors to fix the remuneration of the Directors.
3. To re-appoint Ernst & Young as auditors of the Company and authorise the board of Directors to fix their remuneration.

4. As special business, to consider and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with (otherwise than by way of rights issue or pursuant to the exercise of options granted under any of the Company’s share option schemes or any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the bye-laws of the Company from time to time) unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the grant or exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
- (i) 20% of the total number of the shares of the Company in issue as at the date of passing this resolution, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be issued pursuant to this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

- (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to limit approved by resolution no. 5),

and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Act 1981 of Bermuda (as amended) (the “**Companies Act**”) any other applicable laws of Bermuda or the Bye-laws of the Company to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting for the revocation, renewal or variation of the authority given by this resolution.

“**Rights Issue**” means an offer of shares in the Company, or offer, issue or grant of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares in the Company 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 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

5. As special business, to consider and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase ordinary shares in the capital of the Company on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise subject to and in accordance with all applicable laws and requirements of the Securities and Futures Commission, the Stock Exchange or any other stock exchanges, the Companies Act, the bye-laws of the Company and/or all other applicable laws in this regard, as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which is authorized to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the Shares in issue as at the date of passing this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be repurchased pursuant to this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and
- (c) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any other applicable law or the Bye-laws of the Company to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting for the revocation or variation of the authority given by this resolution.”

6. As special business, to consider and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon resolutions 4 and 5 as set out in the notice convening this meeting duly passed, the general mandate granted to the Directors to exercise the powers of the Company to allot and issue shares pursuant to resolution 4 as set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution 5 as set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the total number of the shares of the Company in issue as at the date of passing this resolution.”

SPECIAL RESOLUTIONS

7. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Bermuda being obtained, the English name of the Company be changed from “Yeah Yeah Group Holdings Limited” to “Sunny Side Up Culture Holdings Limited” and the Chinese name of “光尚文化控股有限公司” be adopted as the secondary name of the Company (the “**Change of Company Name**”), and that any one Director be and is hereby authorised to do such acts and things and execute all such documents or make such arrangements as he/she may in his/her absolute discretion consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name, and to attend to any necessary registration and/or filing for and on behalf of the Company.”

8. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT:**

- (a) subject to and conditional upon the proposed Change of Company Name under resolution numbered 7 taking effect and subject to paragraph (b) of this resolution, the proposed amendments to the existing bye-laws of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular dated 22 May 2023 which contains this notice be and are hereby approved and that the amended and restated bye-laws of the Company (incorporating the Proposed Amendments)(the “**New Bye-laws**”) in the form of the document marked “A” and produced to the meeting and for the purpose of identification signed by the chairman of the meeting be approved and adopted in substitution for and to the exclusion of the existing bye-laws of the Company;

- (b) in any event, if the resolution numbered 7 is not passed as a special resolution, the New Bye-laws stated in paragraph (a) of this resolution be approved and adopted as the amended and restated bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect; or if the resolution numbered 8 is passed as a special resolution but the approval of the Registrar of Companies in the Bermuda cannot be obtained, within one week after obtaining the relevant confirmation, provided that any reference to the Change of Company Name (as defined in resolution numbered 7) in the New Bye-laws be removed and replaced with the existing name of the Company; and
- (c) any one Director or officer of the Company be and is hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as he or she shall, in his or her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and implement the adoption of the New Bye-laws, including without limitation, attending to the necessary filings with the Registrar of Companies in Bermuda and Hong Kong.”

By order of the Board
Yeah Yeah Group Holdings Limited
Dong Choi Chi, Alex
Chairman and executive Director

Hong Kong, 22 May 2023

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head Office and Principal Place of Business:

17th Floor, Fun Tower
35 Hung To Road
Kwun Tong, Kowloon
Hong Kong

Notes:

1. Any member entitled to attend and vote at the AGM 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 the AGM. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member who is an individual or a member which is a corporation shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise.

2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
3. 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 delivered to 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 forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the AGM or any adjournment thereof, should he so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any share any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
5. An explanatory statement regarding the proposal of granting the general mandate to repurchase the Company's own shares will be despatched to the members of the Company together with this notice.
6. For the purpose of determining shareholders' entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from 19 June 2023 to 23 June 2023 (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending at the annual general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 16 June 2023 (Hong Kong time).
7. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the HKEXnews website (www.hkexnews.hk) and the website of the Company (www.8082.com.hk) and to notify shareholders of the date, time and place of the adjourned meeting.

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.

8. In case of discrepancy between the English version and the Chinese version of the notice of the AGM, the English version shall prevail.

As at the date of this announcement, the board comprises two executive Directors, namely Mr. Dong Choi Chi, Alex (the chairman) and Mr. Chong Cho Lam (chief executive officer), and three independent non-executive Directors, namely Mr. Chan Wai Man, Dr. Ip Wai Hung and Mr. Siu Hi Lam, Alick.