



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)

Form of Proxy

Special General Meeting – 2 May 2024

Form of proxy for use by shareholders at the special general meeting (the “Meeting”) to be convened at 15th Floor, Fun Tower, 35 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 2 May 2024 at 1:00 p.m. (or any adjournment thereof).

I/We ^(Note 1) _____
of _____

being the registered holder(s) of _____ shares ^(Note 2) of HK\$0.025 each in the share capital of Sunny Side Up Culture Holdings Limited (the “Company”), **HEREBY APPOINT** _____

of _____
or the Chairman of the Meeting to act as my/our proxy ^(Note 3) at the Meeting of the Company (and at any adjournment thereof) to 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 below resolution(s) as set out in the notice (the “**Notice**”) convening the Meeting (and at any such adjournment thereof) and to vote on my/our behalf as directed below or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS ^(Note 10)		For ^(Note 4)	Against ^(Note 4)
(a)	To adopt the Share Award Scheme.		
(b)	To adopt the New Share Option Scheme.		
(c)	To terminate the Existing Share Option Scheme.		
(d)	To adopt the scheme mandate limit under the Share Schemes.		
(e)	To adopt the service provider sublimit under the Share Schemes.		

Dated _____ 2024

Signature _____
Shareholder(s)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. A Shareholder is entitled to appoint a proxy to attend and, in the event of a poll, vote in his stead. If such an appointment is made, you may delete the words “or the Chairman of the Meeting” and insert the name and address of the person appointed as proxy in the space provided. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- Please indicate with a “✓” in the appropriate space beside each item how you wish the proxy to vote on your behalf on a poll. If this form is returned duly signed, but without any such indication, the proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice.
- In the case of joint holders, the vote of the senior who tenders as vote, whether in person or by proxy or by representative, will be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority is determined by the order in which the names stand in the Register of Members in respect of the joint holding.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its common seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy, together with any power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited 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 not less than 48 hours before the time for holding the Meeting or any adjourned meeting (as the case may be).
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the Meeting or any adjournment thereof if you so wish and in such event, this form of proxy shall be deemed to be revoked.
- 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 of the Company can be registered. In order to qualify for attending the Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Thursday, 25 April 2024 (Hong Kong time).
- The description of these resolutions is by way of summary only. The full text of the resolutions appear in the notice of the Meeting incorporated in the circular of the Company dated 16 April 2024.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“**PDPO**”), which include your and your proxy’s name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the “**Purposes**”). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its share registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Tengis Limited at the above address.