



Companies House

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Confirmation Statement

Company Name: **SUNNYMARCH HOLDINGS LIMITED**

Company Number: **09084884**



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Company Name: **SUNNYMARCH HOLDINGS LIMITED**

Company Number: **09084884**

Confirmation **20/11/2021**

Statement date:

Statement of Capital (Share Capital)

Class of Shares:	ORDINARY	Number allotted	97350
Currency:	GBP	Aggregate nominal value:	97.35
Prescribed particulars			

THE SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS AND RIGHTS TO DIVIDENDS. ON A LIQUIDATION OR RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES), ON A SHARE SALE WHICH WILL RESULT IN A CHANGE OF CONTROL OR ACQUISITION OF A CONTROLLING INTEREST IN THE COMPANY (EXCEPT WHERE FOLLOWING COMPLETION, THE SHAREHOLDERS AND THE PROPORTION OF SHARES HELD BY EACH OF THEM ARE THE SAME AS IMMEDIATELY PRIOR TO THE SALE) OR ON AN ASSET SALE THE SURPLUS ASSETS LESS LIABILITIES SHALL BE APPLIED: A) FIRST, TO THE HOLDERS OF DEFERRED SHARES A TOTAL OF ONE PENNY; B) SECOND, TO THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE AGGREGATE OF (1)(I) THE AGGREGATE AMOUNT PAID UP OR CREDITED FOR THE PREFERRED SHARES AND (II) THE AGGREGATE AMOUNT PAID FOR THE PREFERRED SHARES PURCHASED ON OR PRIOR TO DATE OF ADOPTION OF THE ARTICLES BY WAY OF TRANSFER AND (2) A SUM EQUAL TO 8% OF THE AGGREGATE AMOUNT PAID UP OR CREDITED FOR THE PREFERRED SHARES HELD BY THE HOLDER ACCRUING ANNUALLY FROM DATE OF THE SUBSCRIPTION/ACQUISITION AND (3) THE AGGREGATE AMOUNT PAID FOR THE PREFERRED SHARES PURCHASED FROM THE FOUNDERS (TOGETHER, THE PREFERRED AMOUNT). IF REMAINING SURPLUS ASSETS ARE LESS THAN THE PREFERRED AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF PREFERRED SHARES IN PROPORTION TO THE PERCENTAGE HELD BY THEM; C) THIRD, IN PAYING THE HOLDERS OF ORDINARY SHARES IN PROPORTION TO THE PERCENTAGE HELD BY THEM, THE PREFERRED AMOUNT. IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE PREFERRED AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE ORDINARY SHARES IN PROPORTION TO THE PERCENTAGE HELD BY THEM. THE MAXIMUM AMOUNT PAID TO THE HOLDERS OF ORDINARY SHARES SHALL WHEN AGGREGATED WITH THE SUMS PAID AT A) AND B) EQUAL £6,980,000; D) FOURTH, IN PAYING AN AGGREGATE AMOUNT EQUAL TO £6,980,000 MINUS THE AMOUNTS DISTRIBUTED UNDER A), B) AND C) TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES AND PREFERRED SHARES PARI PASSU AS IF ONE CLASS OF SHARE IN PROPORTION TO THE PERCENTAGE OF SUCH SHARES HELD BY THEM; AND E) FIFTH, IN PAYING THE AMOUNT OF SURPLUS ASSETS IN EXCESS OF £6,980,000 TO HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES, PREFERRED SHARES AND GROWTH SHARES PARI PASSU AS IF ONE CLASS OF SHARE IN THE FOLLOWING PROPORTIONS: (I) THE PREFERRED PERCENTAGE (BEING (1) FOR HOLDERS OF PREFERRED SHARES, THE PERCENTAGE OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES AND PREFERRED SHARES HELD BY THEM REPRESENTED BY THE NUMBER OF THAT

SHAREHOLDER'S PREFERRED SHARES OR (2) FOR HOLDERS OF ORDINARY B SHARES, THE PERCENTAGE OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES AND PREFERRED SHARES HELD BY THEM REPRESENTED BY THE NUMBER OF THAT SHAREHOLDER'S ORDINARY B SHARES OR (3) FOR HOLDS OF A ORDINARY SHARES THE PERCETAGE OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES AND PREFERRED SHARES HELD BY THEM REPRESENTED BY THE NUMBER OF THAT SHAREHOLDER'S A ORDINARY SHARES) TO (1) THE HOLDERS OF THE PREFERED SHARES (OR AFTER CONVERSION, A ORDINARY SHARES) AND (2) ORDINARY B SHARES (AFTER CONVERSION, A ORDINARY SHARES); AND (II) THE BALANCE TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES, PREFERRED SHARES AND GROWTH SHARES IN PROPORTION TO THE PERCENTAGE OF THOSE SHARES HELD BY THEM. ANY HOLDER OF PREFERRED SHARES AND ORDINARY B SHARES SHALL BE ENTITLED, BY WRITTEN NOTICE TO THE COMPANY TO CONVERT SUCH SHARES INTO A ORDINARY SHARES ON DATE OF NOTICE OR ON COMPLETION OF CONDITIONS STIPULATED IN SUCH NOTICE (THE CONVERSION DATE) ON THE BASIS OF ONE A ORDINARY SHARE FOR EACH PREFERRED SHARE AND EACH ORDINARY B SHARE HELD (CONVERSION RATE). ALL FULLY PAID PREFERRED SHARES AND ORDINARY B SHARES AUTOMATICALLY CONVERT INTO A ORDINARY SHARES ON THE DATE OF NOTICE BY ANTON DIRECTOR OR IPO. ON THE CONVERSION DATE, SUCH HOLDERS SHALL BE PAID A DIVIDEND ATTACHING TO THOSE SHARES TO THE CONVERSION DATE.

Class of Shares:	GROWTH	Number allotted	14422
Currency:	GBP	Aggregate nominal value:	14.422
Prescribed particulars			

THE SHARES HAVE NO VOTING OR DIVIDEND RIGHTS ATTACHED TO THEM. ON A LIQUIDATION OR RETURN OF CAPITAL (OTHER THAN A CONVERSION, REDEMPTION OR PURCHASE OF SHARES) , ON A SHARE SALE WHICH WILL RESULT IN A CHANGE OF CONTROL OR THE ACQUISITION OF A CONTROLLING INTEREST IN THE COMPANY (EXCEPT WHERE FOLLOWING COMPLETION, THE SHAREHOLDERS AND THE PROPORTION OF SHARES HELD BY EACH OF THEM ARE THE SAME AS THE SHAREHOLDERS AND SHAREHOLDINGS IMMEDIATELY PRIOR TO THE SALE) OR ON AN ASSET SALE (WHERE LAWFULLY PERMITTED) THE SURPLUS ASSETS LESS LIABILITIES SHALL BE APPLIED: A) FIRST, TO THE HOLDERS OF DEFERRED SHARES A TOTAL OF ONE PENNY; B) SECOND, TO THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE AGGREGATE OF (1)(I) THE AGGREGATE AMOUNT PAID UP OR CREDITED AS SUCH FOR THE PREFERRED SHARES HELD BY THE HOLDER AND (II) THE AGGREGATE AMOUNT PAID FOR THE REFERRED SHARES PURCHASED ON OR PRIOR TO THE DATE OF ADOPTION OF THE ARTICLES BY WAY OF TRANSFER AND (2) A SUM EQUAL TO 8% OF THE AGGREGATE AMOUNT PAID UP OR CREDITED AS SUCH FOR THE PREFERRED SHARES HELD BY THE HOLDER ACCURING ANNUALLY FROM THE DATE OF THE SUBSCRIPTION OR ACQUISITION AND (3) THE AGGREGATE AMOUNT PAID FOR THE PREFERRED SHARES PURCHASED FROM THE FOUNDERS (TOGETHER, THE PREFERRED AMOUNT). IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE PREFERRED AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF PREFERRED SHARES IN PROPORTION TO THE PERCENTAGE HELD BY THEM. C) THIRD, IN PAYING THE HOLDERS OF ORDINARY SHARES IN PROPORTION TO THE PERCENTAGE HELD BY THEM, THE PREFERRED AMOUNT. IF THE REMAINIG SURPLUS ASSETS ARE LESS THAN THE PREFERRED AMOUNT, THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF THE ORDINARY SHARES IN PROPORTION TO THE PERCENTAGE HELD BY THEM. THE MAXIMUM AMOUNT PAID TO THE HOLDERS OF ORDINARY SHARES SHALL WHEN AGGREGATED WITH THE SUMS PAID AT A) AND B) EQUAL £6,980,000; D) FOURTH, IN PAYING AN AGGREGATE AMOUNT EQUAL TO £6,980,000 MINUS THE AMOUNTS DISTRIBTUED UNDER A), B) AND C) TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES AND PREFERRED SHARES PARI PASSU AS IF ONE CLASS OF SHARE IN PROPORTION TO THE PERCENTAGE OF SUCH SHARES HELD BY THEM; AND E) FIFTH, IN PAYING THE AMOUNT OF SURPLUS ASSETS IN EXCESS OF £6,980,000 TO HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES, PREFERRED SHARES AND GROWTH SHARES PARI PASSU AS IF ONE CLASS OF SHARE IN THE FOLLOWING PROPORTIONS: (I) THE PREFERRED PERCENTAGE (BEING (1) FOR HOLDERS OF PREFERRED SHARES, THE

PERCENTAGE OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES AND PREFERRED SHARES HELD BY THEM REPRESENTED BY THE NUMBER OF THAT SHAREHOLDER'S PREFERRED SHARES OR (2) FOR HOLDERS OF ORDINARY B SHARES, THE PERCENTAGE OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES AND PREFERRED SHARES HELD BY THEM REPRESENTED BY THE NUMBER OF THAT SHAREHOLDER'S ORDINARY B SHARES OR (3) FOR HOLDS OF A ORDINARY SHARES THE PERCENTAGE OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES AND PREFERRED SHARES HELD BY THEM REPRESENTED BY THE NUMBER OF THAT SHAREHOLDER'S A ORDINARY SHARES) TO (1) THE HOLDERS OF THE PREFERED SHARES (OR AFTER CONVERSION, A ORDINARY SHARES) AND (2) ORDINARY B SHARES (OR AFTER CONVERSION, A ORDINARY SHARES); AND (II) THE BALANCE TO THE HOLDERS OF ORDINARY SHARES, A ORDINARY SHARES, ORDINARY B SHARES, PREFERRED SHARES AND GROWTH SHARES IN PROPORTION TO THE PERCENTAGE OF THOSE SHARES HELD BY THEM. IF A HOLDER OF GROWTH SHARES BECOMES A LEAVER OR BAD LEAVER, THE GROWTH SHARE PERCENTAGE (MEANING 100% IN RESPECT OF BAD LEAVERS, 50% IN REPECT OF INTERMEDIATE LEAVERS OR IF A GOOD LEAVER, SUCH PERCENTAGE AS THE FOUNDERS MAY AGREE, BEING NO MORE THAN 50% DURING THE 5 YEARS FROM ADOPTION OF THE ARTICLES), THE GROWTH SHARES SHALL AUTOMATICALLY CONVERT TO DEFERRED SHARES ON THE DATE SUCH HOLDER BECOMES A LEAVER.

Class of Shares:	PREFERRED	Number allotted	32450
Currency:	GBP	Aggregate nominal value:	32.45
Prescribed particulars			

THE SHARES HAVE ATTACHED TO THEM FULL VOTING RIGHTS AND RIGHTS TO DIVIDENDS. ON A LIQUIDATION OR RETURN OF CAPITAL (OTHER THAN A CONVERSION/ REDEMPTION/ PURCHASE OF SHARES) ON A SHARE SALE WHICH WILL RESULT IN A CHANGE OF CONTROL OR THE ACQUISITION OF CONTROLLING INTEREST (EXCEPT WHERE FOLLOWING COMPLETION THE SHAREHOLDERS AND THE PROPORTION OF SHARES HELD BY EACH OF THEM ARE THE SAME) OR ON AN ASSET SALE (WHERE LAWFULLY PERMITTED) THE SURPLUS ASSETS LESS LIABILITIES SHALL BE APPLIED: A) FIRST TO THE HOLDERS OF DEFERRED SHARES A TOTAL OF ONE PENNY; B) SECOND TO THE HOLDERS OF PREFERRED SHARES AN AMOUNT EQUAL TO THE AGGREGATE OF (1) (I) THE AGGREGATE AMOUNT PAID UP/CREDITED FOR THE PREFERRED SHARES HELD BY THE HOLDER AND (II) THE AGGREGATE AMOUNT PAID FOR THE REFERRED SHARES PURCHASED ON OR PRIOR TO ADOPTION OF THE ARTICLES BY WAY OF TRANSFER AND (2) 8% OF THE AGGREGATE AMOUNT PAID UP/CREDITED FOR THE PREFERRED SHARES HELD BY THE HOLDER ACCURING ANNUALLY FROM DATE OF SUBSCRIPTION/ ACQUISITION AND (3) THE AGGREGATE AMOUNT PAID FOR THE PREFERRED SHARES PURCHASED FROM THE FOUNDERS (THE PREFERRED AMOUNT). IF THE REMAINING SURPLUS ASSETS ARE LESS THAN THE PREFERRED AMOUNT THE REMAINING SURPLUS ASSETS SHALL BE DISTRIBUTED TO THE HOLDERS OF PREFERRED SHARES IN PROPORTION TO THE PERCENTAGE HELD; C) THIRD IN PAYING THE HOLDERS OF ORDINARY SHARES IN PROPORTION TO THE PERCENTAGE HELD THE PREFERRED AMOUNT. IF THE REMAINIG SURPLUS ASSETS ARE LESS THAN THE PREFERRED AMOUNT THEY SHALL BE DISTRIBUTED TO THE HOLDERS OF THE ORDINARY SHARES IN PROPORTION TO THE PERCENTAGE HELD. THE MAXIMUM PAID TO HOLDERS OF ORDINARY SHARES SHALL AGGREGATED WITH SUMS PAID AT A) AND B) EQUAL £6980000; D) FOURTH IN PAYING AN AGGREGATE AMOUNT EQUAL TO £6980000 MINUS THE AMOUNTS DISTRIBUTED UNDER A) B) AND C) TO THE HOLDERS OF ORDINARY SHARES A ORDINARY SHARES ORDINARY B SHARES AND PREFERRED SHARES PARI PASSU IN PROPORTION TO THE PERCENTAGE OF SUCH SHARES HELD; AND E) FIFTH IN PAYING THE AMOUNT OF SURPLUS ASSETS IN EXCESS OF £6980000 TO HOLDERS OF ORDINARY SHARES A ORDINARY SHARES ORDINARY B SHARES PREFERRED SHARES AND GROWTH SHARES PARI PASSU IN THE FOLLOWING PROPORTIONS: (I) THE PREFERRED PERCENTAGE (BEING (1) FOR HOLDERS OF PREFERRED SHARES THE PERCENTAGE OF ORDINARY SHARES A ORDINARY SHARES ORDINARY B SHARES AND PREFERRED SHARES HELD REPRESENTED BY THE NUMBER OF THAT SHAREHOLDER'S PREFERRED SHARES OR (2) FOR HOLDERS OF ORDINARY B SHARES THE PERCENTAGE OF ORDINARY SHARES A ORDINARY SHARES ORDINARY B SHARES AND PREFERRED

SHARES HELD REPRESENTED BY THE NUMBER OF THAT SHAREHOLDER'S ORDINARY B SHARES OR (3) FOR HOLDERS OF A ORDINARY SHARES THE PERCENTAGE OF ORDINARY SHARES A ORDINARY SHARES ORDINARY B SHARES AND PREFERRED SHARES HELD REPRESENTED BY THE NUMBER OF THAT SHAREHOLDER'S A ORDINARY SHARES) TO (1) THE HOLDERS OF THE PREFERED SHARES (OR AFTER CONVERSION A ORDINARY SHARES) AND (2) ORDINARY B SHARES (OR AFTER CONVERSION A ORDINARY SHARES); AND (II) THE BALANCE TO THE HOLDERS OF ORDINARY SHARES A ORDINARY SHARES ORDINARY B SHARES PREFERRED SHARES AND GROWTH SHARES IN PROPORTION TO THE PERCENTAGE OF THOSE SHARES HELD. ANY HOLDER OF PREFERRED SHARES AND ORDINARY B SHARES ARE ENTITLED ON WRITTEN NOTICE TO CONVERT SUCH SHARES INTO A ORDINARY SHARES ON DATE OF NOTICE/ON COMPLETION OF CONDITIONS STIPULATED IN SUCH NOTICE (THE CONVERSION DATE) ON THE BASIS OF ONE A ORDINARY SHARE FOR EACH PREFERRED SHARE AND EACH ORDINARY B SHARE HELD (CONVERSION RATE). ALL FULLY PAID PREFERRED SHARES AND ORDINARY B SHARES SHALL AUTOMATICALLY CONVERT INTO A ORDINARY SHARES ON DATE OF NOTICE OR IPO. ALL PREFERRED SHARES AND ORDINARY B SHARES AUTOMATICALLY CONVERT INTO A ORDINARY SHARES ON DATE OF NOTICE OR IPAND CARRY A DIVIDEND UP TO CONVERSION DATE ON CONSOLIDATIONSUBDIVISION AND/OR ALLOTMENT OF A ORDINARY SHARES PURSUANT TO CAPITALISATION OF PROFITSCONVERSION RATIO MAY BE ADJUSTED BY BOARD TO MAINTAIN RIGHT TO CONVERT IN NO BETTER OR WORSE POSITION

Statement of Capital (Totals)

Currency:	GBP	Total number of shares:	144222
		Total aggregate nominal value:	144.222
		Total aggregate amount	0
		unpaid:	

Full details of Shareholders

The details below relate to individuals/corporate bodies that were shareholders during the review period or that had ceased to be shareholders since the date of the previous confirmation statement.

Shareholder information for a non-traded company as at the confirmation statement date is shown below

Shareholding 1: **48675 ORDINARY shares held as at the date of this confirmation statement**

Name: **ADAM ACKLAND**

Shareholding 2: **48675 ORDINARY shares held as at the date of this confirmation statement**

Name: **BENEDICT TIMOTHY CARLTON CUMBERBATCH**

Shareholding 3: **12650 transferred on 2021-08-27**
0 ORDINARY shares held as at the date of this confirmation statement

Name: **KENCANA CAPITAL SDN. BHD.**

Shareholding 4: **32450 PREFERRED shares held as at the date of this confirmation statement**

Name: **ANTON CAPITAL ENTERTAINMENT S.C.A**

Shareholding 5: **14422 GROWTH shares held as at the date of this confirmation statement**

Name: **LEAH CLARKE**

Confirmation Statement

I confirm that all information required to be delivered by the company to the registrar in relation to the confirmation period concerned either has been delivered or is being delivered at the same time as the confirmation statement

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager,
Judicial Factor