

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

Grown Up Group Investment Holdings Limited

植華集團投資控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1842)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Grown Up Group Investment Holdings Limited (the “**Company**”) will be held at Flat D, 7/F, Block 2, Tai Ping Industrial Centre, 55 Ting Kok Road, Tai Po, New Territories, Hong Kong on Tuesday, 28 December 2021 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following ordinary resolutions:

Capitalised terms used in this notice shall have the same meaning of those defined in the circular of the Company dated 7 December 2021 to the Independent Shareholders (the “**Circular**”) unless otherwise specified.

ORDINARY RESOLUTIONS

“**THAT**

1. (a) the entering into of the Sale and Purchase Agreement dated 29 October 2021 as defined and described in the Circular and all the transactions contemplated thereunder, be and hereby approved, confirmed and ratified; and

(b) any one director of the Company (the “**Director(s)**”) be and is hereby authorised for and do all such acts, matters and things as he may in his absolute discretion consider necessary, desirable or expedient for the purposes of or in connection with implementing, completing and giving effect to the Sale and Purchase Agreement and the transactions contemplated thereunder and to agree to such variation of the terms of the Sale and Purchase Agreement as he may think in his absolute discretion consider necessary or desirable.
2. (a) the Framework Supply Agreement to be entered into as defined and described in the Circular and all the transactions (together with the Annual Caps) contemplated thereunder, be and hereby approved, confirmed and ratified; and

- (b) any one Director be and is hereby authorised for and do all such acts, matters and things as he may in his absolute discretion consider necessary, desirable or expedient for the purposes of or in connection with implementing, completing and giving effect to the Framework Supply Agreement and the transactions (together with the Annual Caps) contemplated thereunder and to agree to such variation of the terms of the Framework Supply Agreement as he may think in his absolute discretion consider necessary or desirable.

By order of the Board
Grown Up Group Investment Holdings Limited
Thomas Berg
Chairman and executive Director

Hong Kong, 7 December 2021

Notes:

1. Any Shareholder of the Company entitled to attend and to vote at the meeting is entitled to appoint one or more proxies to attend and on a poll, vote on his/her behalf. A proxy need not be a Shareholder of the Company.
2. Where there are joint registered holders of any Share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Share as if he/she is solely entitled thereto, but if more than one or such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before (i.e. no later than 10:00 a.m. on Sunday, 26 December 2021) the time appointed for holding the EGM (or any adjournment thereof).
4. For the purpose of determining the eligibility of the shareholders of the Company to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 22 December 2021 to Tuesday, 28 December 2021, both days inclusive, during this period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all share transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 21 December 2021, for registration.
5. If "extreme conditions" caused by super typhoons, typhoon signal No. 8 or above, or a black rainstorm warning is in effect at 7:30 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on its website (www.grown-up.com) and designated website of the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the executive Directors of the Company are Mr. Thomas Berg, Mr. Morten Rosholm Henriksen, Mr. Cheng Wai Man and Mr. Brian Worm; the non-executive Director of the Company is Mr. Fung Bing Ngon Johnny; and the independent non-executive Directors of the Company are Mr. Tang Tin Lok Stephen, Mr. Lau Ning Wa Ricky and Mr. Wong Kai Hing.