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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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 28 DECEMBER 2021

Reference is made to the circular (the “**Circular**”) of Grown Up Group Investment Holdings Limited (the “**Company**”) dated 7 December 2021 with the inclusion of the notice (the “**Notice**”) of the extraordinary general meeting of the Company to be held on 28 December 2021 (the “**EGM**”). Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

POLL RESULTS OF THE EGM

The board of directors of the Company (the “**Board**”) is pleased to announce that the ordinary resolutions (the “**Resolutions**”) as set out in the Notice were duly passed by the Shareholders by way of poll at the EGM.

The poll results in respect of the Resolutions taken at the EGM are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
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	74,850,050 (100%)	0 (0%)
	(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.	74,850,050 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
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	74,850,050 (100%)	0 (0%)
	(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.	74,850,050 (100%)	0 (0%)

Note: The full text of Resolutions is set out in the Notice dated 7 December 2021.

As more than 50% of the votes were cast in favour of the Resolutions, the Resolutions were duly passed as ordinary resolutions at the EGM.

The Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, acted as scrutineer for the poll at the EGM.

As at the date of the EGM, the issued share capital of the Company comprised 1,000,000,000 Shares. As disclosed in the Circular, the Purchaser and his associates are required to abstain from voting on the Resolutions in relation to the Sale and Purchase Agreement, the Framework Supply Agreement and their respective transactions contemplated thereunder at the EGM. As at the date of the EGM, the Purchaser and his associates holding 510,000,000 Shares are required to and have abstained from voting on the Resolutions at the EGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote on the Resolutions at the EGM was 490,000,000 Shares, representing 49.0% of the issued share capital of the Company as at the date of the EGM.

Saved as disclosed above, (i) no other Shareholders was required under the Listing Rules to abstain from voting on the Resolutions at the EGM; (ii) no Shareholders was entitled to attend and abstain from voting in favour of the Resolutions at the EGM according to Rule 13.40 of the Listing Rules; and (iii) no Shareholders had stated his/her intention in the Circular to vote against or to abstain from voting on the Resolutions at the EGM.

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

Hong Kong, 28 December 2021

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