

# 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)

### FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We (note 1) \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ shares (note 2) of HK\$0.01 each in the capital of **Grown Up Group Investment Holdings Limited** 植華集團投資控股有限公司 (the “Company”), **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or (note 3) \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to attend at the annual general meeting (“AGM”) of the Company to be held at Flat D, 7/F, Block 2, Tai Ping Industrial Centre, 55 Ting Kok Road, Tai Po, New Territories, Hong Kong on Friday, 24 June 2022 at 10:00 a.m. on Friday, 24 June 2022 at 10:00 a.m. (and at any adjournment thereof) and vote for me/us as indicated below (note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and adopt the financial statements of the Company and the reports of the directors and auditors of the Company for the year ended 31 December 2021		
2.	(a) To re-elect Mr. Thomas Berg as an executive director of the Company		
	(b) To re-elect Mr. Morten Rosholm Henriksen as an executive director of the Company		
	(c) To re-elect Mr. Cheng Wai Man as an executive director of the Company		
	(d) To re-elect Ms. Shut Ya Lai as an executive director of the Company		
	(e) To re-elect Mr. Fung Bing Ngon Johnny as a non-executive director of the Company		
	(f) To re-elect Mr. Tsang Hing Suen as an independent non-executive Director of the Company		
	(g) To authorise the board of directors to fix the remuneration of the directors of the Company		
3.	To re-appoint Grant Thornton Hong Kong Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the board of directors to fix its remuneration for the year ended 31 December 2022		
4.	To grant a general mandate to the directors of the Company to allot, issue and deal with new shares of the Company*		
5.	To grant a general mandate to the directors of the Company to buy back shares of the Company*		
6.	To extend the general mandate granted to the directors of the Company to issue new shares by adding the number of shares bought back by the Company*		
SPECIAL RESOLUTION			
7.	To approve the proposed amendments to the existing articles of association of the Company and to adopt the amended and restated articles of association of the Company*		

Dated \_\_\_\_\_ day of \_\_\_\_\_ 2022 Signature(s) \_\_\_\_\_

#### Notes:

- Please insert full name(s) and address(es) 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 registered in the name(s) of the holder appearing in this form of proxy.
  - Please insert the name and address of the proxy. If no name is inserted, the chairman of the meeting will act as the proxy. A shareholder may appoint one or more proxies to attend, speak and vote in his/her stead at the meeting provided that each proxy is appointed to represent the respective number of shares held by the shareholder as specified in the relevant forms of proxy. The proxy does not need to be a shareholder of the Company.
  - If you wish to vote for a resolution, tick (✓) in the relevant box below marked “FOR”. If you wish to vote against a resolution, tick (✓) in the relevant box below marked “AGAINST”. If you wish to use less than all your votes, or to cast some of your votes “FOR” and some of your votes “AGAINST” a particular resolution, you must write the number of votes in the relevant box(es). Failure to tick either box or write the number of votes in the box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain from voting. Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the meeting other than those referred to in the notice of the AGM.**
  - This form of proxy must be signed by you or your agent duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or be signed by an officer or agent duly authorised in writing.
  - In the case of joint registered holders of any shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Company’s register of members in respect of the relevant joint holding.
  - The full text of resolutions 4, 5 and 6 are set out in the notice of the AGM.
  - To be valid, the completed form of proxy must be received by 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 at least 48 hours (i.e. 10:00 a.m. on Wednesday, 22 June 2022) before the time appointed for holding the AGM or any adjourned meeting (as the case may be). If a form of proxy is signed by an attorney of a shareholder who is not a corporation, the power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be delivered to the Company’s Hong Kong branch share registrar and transfer office together with the form of proxy.
  - Any alteration made to this form of proxy should be initialed by the person who signed the form.
  - Completion and return of this form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be) if you so wish. If you attend and vote at the AGM, this form of proxy will be deemed to be revoked.
- \* Full text of the resolution is set out in the circular of the Company dated 5 May 2022 and despatched to the shareholders of the Company together with this form of proxy.