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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)

APPOINTMENT OF JOINT COMPANY SECRETARY AND WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

APPOINTMENT OF JOINT COMPANY SECRETARY

The board (the “**Board**”) of directors (the “**Directors**”) of Grown Up Group Investment Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that, Mr. Fong Ho Tat (“**Mr. Fong**”), the executive Director and the Group Finance Director has been appointed as a joint company secretary of the Company (“**Joint Company Secretary**”), with effect from 6 February 2026.

Following the appointment of Mr. Fong, Mr. Ngai Tsz Hin Michael (“**Mr. Ngai**”), who is the current company secretary of the Company, will remain in office and act as the other Joint Company Secretary. Mr. Fong and Mr. Ngai will jointly perform the duties of company secretary of the Company.

Biographical details of Mr. Fong are summarised as follows:

Mr. Fong, aged 38, has joined the Group in 2020 as Finance Manager and is currently the executive Director and the Group Finance Director, as well as a director of certain subsidiaries of the Group. Mr. Fong has over 18 years of experience in the auditing and accounting industry. Prior to joining the Company, Mr. Fong served as the Deputy Financial Controller of YNBY International Limited (formerly known as Ban Loong Holdings Limited) (Stock Code: 30), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) from March 2018 to July 2020. From January 2008 to March 2018, Mr. Fong held various professional and managerial positions in the accounting field, including serving as Finance Manager of Basic House New Life Group Limited (formerly known as AL Group Limited) (Stock Code: 8360), a company listed on GEM of the Stock Exchange. Mr. Fong obtained his Bachelor of Business Administration from The Open University of Hong Kong in 2008, followed by a Bachelor of Arts in Accounting from the University of Bedfordshire in the United Kingdom in 2012. He completed a master degree in Hong Kong at the University of Management and Technology in 2023.

Biographical details of Mr. Ngai are summarised as follows:

Mr. Ngai, aged 37, has extensive experience in the legal industry. He obtained the Bachelor of Laws and a postgraduate certificate in laws from the City University of Hong Kong in 2011 and 2012, respectively. He is a practising solicitor in Hong Kong and currently a partner of Khoo & Co. and the principal of Michael Ngai & Co. Mr. Ngai also serves as the company secretary of several companies listed on the Stock Exchange.

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Pursuant to Rule 8.17 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange, the issuer must appoint a company secretary who satisfies the requirements under Rule 3.28 of the Listing Rules. According to Rule 3.28 of the Listing Rules, an issuer must appoint as its company secretary an individual, who, by virtue of his or her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

Although Mr. Fong currently does not possess the relevant academic or professional qualifications as required under Rule 3.28 of the Listing Rules, the Board considers that it would be beneficial to the Company to appoint Mr. Fong as the Joint Company Secretary, taking into consideration (i) the background of Mr. Fong; (ii) his long-standing service and senior management experiences in the Group; (iii) his familiarity with the Group’s cross-jurisdictional regulatory environment given the Group’s operations in Hong Kong, the PRC and Denmark, and its significant overseas revenue base; and (iv) his experience in handling the Company’s financial and corporate governance matters.

Mr. Ngai will continue to serve as a Joint Company Secretary. He possesses all the requisite qualifications under Rule 3.28 of the Listing Rules and will ensure that he is available at all times to assist Mr. Fong in discharging his duties as a Joint Company Secretary and in gaining the “relevant experience” as required under Note 2 to Rule 3.28 of the Listing Rules.

In light of the above, the Company has applied to the Stock Exchange, and the Stock Exchange has granted, a waiver from strict compliance with Rules 3.28 and 8.17 of the Listing Rules (the “**Waiver**”) for a period of three years from the date of appointment of Mr. Fong as the Joint Company Secretary (the “**Waiver Period**”), on the conditions that:

- (i) Mr. Fong must be assisted by Mr. Ngai as a Joint Company Secretary during the Waiver Period; and
- (ii) the Waiver could be revoked if there are material breaches of the Listing Rules by the Company.

Before the end of the Waiver Period, the Company must demonstrate and seek the Stock Exchange’s confirmation that Mr. Fong, having had the benefit of Mr. Ngai’s assistance during the Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary.

The Board would like to take this opportunity to welcome Mr. Fong on his new appointment.

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

Hong Kong, 6 February 2026

As at the date of this announcement, the executive Directors are Mr. Thomas Berg, Mr. Jan Ankersen and Mr. Fong Ho Tat; and the independent non-executive Directors are Mr. Tsang Hing Suen, Mr. Wong Kai Hing and Mr. Chan Ting Leuk Arthur.