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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)

PROPOSED SHARE CONSOLIDATION AND PROPOSED CHANGE IN BOARD LOT SIZE

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Existing Shares of par value of HK\$0.01 each in the share capital of the Company to be consolidated into one (1) Consolidated Share of par value of HK\$0.10 each.

As at the date of this announcement, the authorised share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 Existing Shares of HK\$0.01 each, of which 1,440,000,000 Existing Shares have been allotted and issued, and are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective and assuming that there will be no change in the issued share capital of the Company from the date of this announcement until the effective date of the Share Consolidation, the authorised share capital of the Company will be HK\$100,000,000 divided into 1,000,000,000 ordinary shares of par value HK\$0.10 each, of which 144,000,000 Consolidated Shares will be in issue and fully paid or credited as fully paid.

PROPOSED CHANGE OF BOARD LOT SIZE

As at date of this announcement, the Existing Shares are traded on the Stock Exchange in board lot size of 4,000 Existing Shares. It is proposed that, subject to and conditional upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange be changed from 4,000 Existing Shares to 5,000 Consolidated Shares.

GENERAL

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Share Consolidation. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as none of the Shareholders or their associates would have a material interest in the Share Consolidation, no Shareholder is required to abstain from voting on the resolution relating to the proposed Share Consolidation.

A circular containing, among other things, further details of the Share Consolidation and the Change in Board Lot Size with a notice convening the EGM is expected to be despatched to the Shareholders on or before Thursday, 8 October 2026.

Shareholders and potential investors of the Company should note that the Share Consolidation is conditional upon satisfaction of the conditions precedent as set out in the paragraph headed "Conditions of the proposed Share Consolidation" and the Change in Board Lot Size is conditional on the Share Consolidation becoming effective. Accordingly, the Share Consolidation and the Change in Board Lot Size may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If they are in any doubt, they should consult their professional advisers.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Existing Shares of par value of HK\$0.01 each in the share capital of the Company to be consolidated into one (1) Consolidated Share of par value of HK\$0.10 each.

Conditions of the proposed Share Consolidation

The Share Consolidation is conditional upon:

- (1) the passing of the necessary resolution(s) by the Shareholders at the EGM to approve the Share Consolidation;
- (2) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
- (3) the compliance with the relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules and the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Share Consolidation.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be Wednesday, 28 October 2026.

Effects of the proposed Share Consolidation

As at the date of this announcement, the authorised share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 Existing Shares of HK\$0.01 each, of which 1,440,000,000 Existing Shares have been allotted and issued, and are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective and assuming that there will be no change in the issued share capital of the Company from the date of this announcement until the effective date of the Share Consolidation, the authorised share capital of the Company will be HK\$100,000,000 divided into 1,000,000,000 ordinary shares of par value HK\$0.10 each, of which 144,000,000 Consolidated Shares will be in issue and fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares will be identical in all respects and rank *pari passu* in all respects with each other.

As at the date of this announcement, the Company has no outstanding convertible bonds, options, derivatives, warrants, conversion rights or other similar rights entitling holders thereof to subscribe for or convert into or exchange into Shares.

As at the date of this announcement, the Company has no outstanding share option and has available scheme mandate limit of 100,000,000 options which may be granted under the share option scheme adopted on 30 May 2019. Upon the Share Consolidation becoming effective, the number of options available for grant under the scheme mandate limit would be 10,000,000 options.

Listing and Dealing

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and the permission to deal in, the Consolidated Shares on the Stock Exchange, as well as the compliance with the stock admission requirements of the HKSCC, upon the Share Consolidation becoming effective, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC.

Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the securities (whether equity or debt securities) of the Company are listed or dealt in on any other stock exchanges other than the Stock Exchange, and at the time when the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal in is being or is proposed to be sought.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the date of this announcement, the Existing Shares are traded on the Stock Exchange in board lot size of 4,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 4,000 Existing Shares to 5,000 Consolidated Shares upon the Share Consolidation becoming effective. The change in board lot size will not result in any change in the underlying assets, business operations or financial position of the Company.

Based on the closing price of HK\$0.050 per Existing Share (equivalent to the theoretical closing price of HK\$0.50 per Consolidated Share) as at the date of this announcement, (i) the value of each board lot of 4,000 Existing Shares is HK\$200; and (ii) the value of each board lot of 5,000 Consolidated Shares would be HK\$2,500 assuming the Share Consolidation had been effective.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

OTHER ARRANGEMENTS

Fractional entitlement to the Consolidated Shares

The Consolidated Shares will be rounded down to a whole number and fractional Consolidated Shares arising from the Share Consolidation, if any, to which an individual Shareholder is entitled will not be issued by the Company to such Shareholder, but will be aggregated and, if possible, sold and retained for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Arrangement on odd lots trading and matching services

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company will appoint a securities firm to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Details of the odd lots trading arrangement will be set out in the circular of the Company to be despatched to the Shareholders.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Shareholders or potential investors should note that (i) odd lots will be created after the Share Consolidation; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price in the market. Shareholders who are in any doubt about the odd lots trading arrangement are recommended to consult their own professional advisers.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is currently expected to be on Wednesday, 28 October 2026, Shareholders may, during the business hours, from Wednesday, 28 October 2026 to Thursday, 3 December 2026, both dates inclusive, submit their existing share certificates for the Existing Shares (in grey colour) to the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong, in exchange for new share certificates for the Consolidated Shares (in yellow colour), at the expense of the Company.

Thereafter, share certificates for the Existing Shares (in grey colour) will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates cancelled/issued is higher.

Subject to the Share Consolidation becoming effective, after 4:10 p.m. on Tuesday, 1 December 2026, trading will be conducted only in Consolidated Shares. Existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for share certificates for the Consolidated Shares at any time, but will not be accepted for delivery, trading, registration or settlement purposes.

REASONS FOR THE PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. Further, the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by Hong Kong Exchanges and Clearing Limited on 28 November 2008, and last updated in June 2026, (the “**Guide**”) has further stated that (i) any market price of the shares at a level less than HK\$0.1 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value per board lot should be greater than HK\$1,000; and (iii) issuer of applicable securities that are not using any of the eight standardised board lot units (1, 50, 100, 500, 1,000, 2,000, 5,000 and 10,000 share(s)) are required to do so by changing their board lot units within six months after completing the Uncertificated Securities Market transition process.

As at the date of this announcement, the closing price of an Existing Share of the Company was HK\$0.050, with a board lot size of 4,000 Existing Shares, the existing board lot value was only HK\$200, which was less than HK\$1,000. In addition, the closing prices of the Existing Shares were below HK\$0.1 per Existing Share throughout the year prior to the date of this announcement with the highest closing price of HK\$0.068 per Existing Share on 18 December 2025 and the lowest closing price of HK\$0.035 per Existing Share on 27 July 2026 and from 24 August 2026 to 26 August 2026.

In view of the Existing Shares were trading at extremity in the past 12 months, the Board proposed to implement the Share Consolidation and the Change in Board Lot Size, resulting in the theoretical closing price of HK\$0.50 per Consolidated Share and the estimated value of HK\$2,500 per board lot of 5,000 Consolidated Shares, that will enable the Company to comply with the trading requirements under the Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since many banks/securities houses will charge minimum transaction costs for each securities trade. With a corresponding upward adjustment in the trading price of the Consolidated Shares on the Stock Exchange, the Board believes that investment in the Consolidated Shares would become more attractive to a broader range of investors, thereby improving the liquidity of the Consolidated Shares and further broadening the shareholder base of the Company.

Save for (i) any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled; and (ii) the necessary professional expenses for the implementation of the Share Consolidation, the Directors consider that the Share Consolidation will have no effect on the underlying assets, business operations, management or financial position of the Company or the proportional interests and rights of the Shareholders in the Company.

The Board considers that the Share Consolidation and the Change in Board Lot Size are necessary for achieving the aforementioned purposes, in particular to ensure the Company's compliance with the trading requirements under the Listing Rules and the Guide. Taking into account of the potential benefits and the insubstantial amount of costs expected to be incurred, the Board is of the view that the Share Consolidation are beneficial to and in the interests of the Company and the Shareholders as a whole.

As at the date of this announcement, the Company has no intention to carry out other corporate actions or arrangement, including share consolidation, share sub-division and capital reduction, in the next 12 months, which may have an effect of undermining or negating the intended purpose of the Share Consolidation and the Company has no concrete plans to conduct any equity fundraising in the next 12 months. However, the Board cannot rule out the possibility of the Company conducting debt and/or equity fund-raising activities when suitable fund-raising and/or investment opportunities arise in order to meet the Group's operational needs or support the future development of the Group. Further announcement(s) will be made by the Company with regards to any potential fund-raising activities as and when appropriate and in accordance with the Listing Rules.

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation and the Change in Board Lot Size is set out below. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates.

Events

2026

Date of this announcement Tuesday, 22 September

Expected date of despatch of circular with notice of
the EGM and the proxy form for the EGM..... Thursday, 8 October

Latest time and date for lodging transfers of Shares in order to
qualified for attendance and voting at the EGM..... 4:30 p.m. on
Tuesday, 20 October

Closure of register of members for determining
the entitlement to attend and vote at the EGM
(both dates inclusive)..... Wednesday, 21 October to
Monday, 26 October

Latest time and date for lodging proxy forms
for the EGM..... 10:00 a.m. on
Saturday, 24 October

Date and time of the EGM 10:00 a.m. on
Monday, 26 October

Publication of announcement of poll results of
the EGM for the Share Consolidation Monday, 26 October

*The following events are conditional on the fulfilment of the conditions for the
implementation of the Share Consolidation and the Change in Board Lot Size and therefore
the dates are tentative:*

Effective date of the Share Consolidation Wednesday, 28 October

First day for free exchange of existing share certificates
for the Existing Shares for new share certificates
for the Consolidated Shares Wednesday, 28 October

Commencement of dealings in the Consolidated Shares..... 9:00 a.m. on
Wednesday, 28 October

Events

2026

Original counter for trading in the Existing Shares in board lots size of 4,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Wednesday, 28 October
Temporary counter for trading in the Consolidated Shares in board lots of 400 Consolidated Shares (in the form of existing share certificates) opens.....	9:00 a.m. on Wednesday, 28 October
Original counter for trading in the Consolidated Shares in new board lots size of 5,000 Consolidated Shares (in the form of new share certificates for the Consolidated Shares) re-opens.....	9:00 a.m. on Wednesday, 11 November
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences	9:00 a.m. on Wednesday, 11 November
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Wednesday, 11 November
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:00 p.m. on Tuesday, 1 December
Temporary counter for trading in the Consolidated Shares in board lots of 400 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Tuesday, 1 December
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) ends	4:10 p.m. on Tuesday, 1 December
Last day for free exchange of existing share certificates for the new share certificates for the Consolidated Shares	4:30 p.m. on Thursday, 3 December

The timetable is indicative only and may be extended or varied. Further announcement(s) will be made by the Company with respect to any subsequent change to the expected timetable above as and when appropriate and in accordance with the Listing Rules.

GENERAL

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the Share Consolidation. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as none of the Shareholders or their associates would have a material interest in the Share Consolidation, no Shareholder is required to abstain from voting on the resolution relating to the proposed Share Consolidation. A circular containing, among other things, further details of the proposed Share Consolidation and a notice convening the EGM is expected to be despatched to the Shareholders on or before Thursday, 8 October 2026.

WARNING

Shareholders and potential investors of the Company should note that the Share Consolidation is conditional upon satisfaction of the conditions precedent as set out in the paragraph headed "Conditions of the proposed Share Consolidation" and the Change in Board Lot Size is conditional on the Share Consolidation becoming effective. Accordingly, the Share Consolidation and the Change in Board Lot Size may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If they are in any doubt, they should consult their professional advisers.

DEFINITIONS

In this announcement, the following terms shall have the meanings respectively set opposite them unless the context requires otherwise:

"Board"	the board of Directors
"Business Day"	a day (other than a Saturday, Sunday, public holiday and any day on which a tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by super typhoons announced is announced by the Government of Hong Kong or a "black" rainstorm warning signal is hoisted or in effect between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon) on which commercial banks in Hong Kong are open for business
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC

“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Change in Board Lot Size”	the proposed change in board lot size of the Shares from 4,000 Existing Shares to 5,000 Consolidated Shares
“Company”	Grown Up Group Investment Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1842)
“Consolidated Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company upon the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, approve resolutions for effecting the Share Consolidation
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation becoming effective
“Listing Committee”	has the meaning ascribed to it under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Registrar”	the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre 16 Harcourt Road Hong Kong

“Share(s)”	the Existing Share(s) and/or the Consolidated Share(s), as the case may be
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares into one (1) Consolidated Share
“Shareholder(s)”	holder(s) of the Existing Share(s) and/or the Consolidated Share(s), as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 22 September 2026

As at the date of this announcement, the executive Directors are Mr. Thomas Berg and Mr. Jan Ankersen; and the independent non-executive Directors are Ms. Yip Hiu Tung, Mr. Wong Kai Hing and Mr. Chan Ting Leuk Arthur.