

If you are in any doubt as to any aspect of this supplementary circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your shares in Grown Up Group Investment Holdings Limited, you should at once hand this supplementary circular together with the accompanying revised form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

#### SUPPLEMENTARY CIRCULAR TO THE CIRCULAR DATED 28 APRIL 2020 RE-ELECTION OF RETIRING DIRECTORS AND SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

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This supplementary circular (the “**Supplementary Circular**”) should be read together with the circular to shareholders (the “**Shareholders**”) of Grown Up Group Investment Holdings Limited (the “**Company**”) dated 28 April 2020 (the “**First Circular**”).

A notice convening the annual general meeting of the Company (the “**AGM**”) to be held at Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, Hong Kong on Tuesday, 30 June 2020 at 10:00 a.m. was set out in the First Circular. The supplementary notice of the AGM (the “**Supplementary Notice**”) is set out on pages 6 to 7 of this Supplementary Circular.

A revised form of proxy (the “**Revised Proxy Form**”) is enclosed herewith and shall supersede the first form of proxy despatched to the Shareholders on 28 April 2020. Whether or not you are able to attend the AGM, please complete the Revised Proxy Form enclosed with this Supplementary Circular in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible so that it is received at least 48 hours before the time appointed for the AGM or any adjournment thereof (as the case may be). Submission of the Revised Proxy Form shall not preclude you from attending the AGM (or any adjournment of such meeting) and voting in person should you so wish.

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LETTER FROM THE BOARD OF DIRECTORS

**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)**

*Executive Directors:*

Mr. Thomas Berg (*Chairman*)  
Mr. Morten Rosholm Henriksen  
Mr. Cheng Wai Man  
Mr. Brian Worm (*Chief Executive Officer*)

*Registered office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Non-executive Directors:*

Mr. Fung Bing Ngong Johnny  
Mr. Yuan Ye

*Principal place of business  
in Hong Kong:*

Flat D, 7/F, Block 2  
Tai Ping Industrial Centre  
55 Ting Kok Road, Tai Po  
New Territories  
Hong Kong

*Independent Non-executive Directors:*

Mr. Tang Tin Lok Stephen  
Mr. Lau Ning Wa Ricky  
Ms. Zhou Jing

14 May 2020

*To the Shareholders*

Dear Sir or Madam,

**SUPPLEMENTARY CIRCULAR  
TO THE CIRCULAR DATED 28 APRIL 2020  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

This Supplementary Circular should be read together with the First Circular. Unless indicated otherwise, the capitalised terms used in this Supplementary Circular shall have the same meanings as those defined in the First Circular.

The purpose of this Supplementary Circular is to provide you with the Supplementary Notice which is set out on pages 6 to 7 of this Supplementary Circular with requisite information regarding the resolutions to be proposed at the AGM to re-elect the retiring Directors.

## LETTER FROM THE BOARD OF DIRECTORS

### RE-ELECTION OF THE DIRECTORS

As at the Latest Practicable Date, the Board comprises three executive Directors, namely, Mr. Thomas Berg, Mr. Morten Rosholm Henriksen and Mr. Cheng Wai Man, two non-executive Directors, namely Mr. Fung Bing Ngan Johnny and Mr. Xiong Jianrui (“**Mr. Xiong**”), and three independent non-executive Directors, namely Mr. Tang Tin Lok Stephen, Mr. Lau Ning Wa Ricky and Ms. Zhou Jing.

Subsequent to the despatch of the First Circular and as disclosed in the announcement of the Company dated 7 May 2020, Mr. Brian Worm (“**Mr. Worm**”) was appointed as an executive Director, and Mr. Yuan Ye (“**Mr. Yuan**”) was appointed as a non-executive Director with effect from 7 May 2020, respectively. Mr. Xiong has resigned as the non-executive Director with effect from 7 May 2020 and accordingly, a resolution will be not be proposed at the AGM to re-elect him as the non-executive Director.

Pursuant to Articles 83 and 84 of the Articles of Association, one-third of the Directors (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation; and that any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

In this connection, Mr. Worm and Mr. Yuan are the retiring Directors and, being eligible, offer themselves for re-election at the AGM.

Details of Mr. Worm and Mr. Yuan who are proposed to be re-elected at the AGM are set out in the Appendix to this Supplementary Circular.

### ANNUAL GENERAL MEETING

The Supplementary Notice of the AGM is set out on pages 6 to 7 of this Supplementary Circular. The AGM will be held as originally scheduled at Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, Hong Kong on Tuesday, 30 June 2020 at 10:00 a.m.

Please refer to the notice of the AGM dated 28 April 2020 for details in respect of other resolution(s) to be considered at the AGM, eligibility for attending the AGM, closure of register of members and other relevant matters.

## LETTER FROM THE BOARD OF DIRECTORS

### RESPONSIBILITY STATEMENT

This Supplementary circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Supplementary circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Supplementary circular misleading.

### RECOMMENDATION

The Directors consider that the proposed resolutions as set out in the Supplementary Notice is in the best interest of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolutions.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix to this Supplementary Circular. The English text of this Supplementary Circular shall prevail over the Chinese text.

Yours faithfully,  
For and on behalf of the Board  
**Grown Up Group Investment Holdings Limited**  
**Thomas Berg**  
*Chairman and Executive Director*

The following are the particulars of the Directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at the AGM.

**Mr. Brian Worm (“Mr. Worm”)**, aged 41, is an executive Director and the Group’s chief executive officer (the “Group’s CEO”). He was appointed as the Group’s CEO on 30 August 2019, and was further appointed as an executive Director on 7 May 2020. He is mainly responsible for the Company’s overall strategic planning and managing the Group’s operation.

Mr. Worm had entered into a service agreement with the Company for an initial term of three years commencing on 7 May 2020 subject to retirement and re-election in accordance with the Articles of Association and he is entitled to a director’s fee of DKK962,000 and a discretionary bonus per annum. Such remuneration/emoluments was determined with reference to his duties, responsibilities and experience, and the prevailing market conditions, and will be reviewed annually by the Board and the Remuneration Committee.

Mr. Worm is entitled to a discretionary bonus as the Remuneration Committee may recommend to the Board and which the Board may approve with reference to his performance and the operating results of the Group.

Mr. Worm has more than 12 years of experience in the finance and manufacturing industry. Mr. Worm worked as group finance manager at Arla Foods Amba, a leading global dairy company from 2011 to 2015. He also held various positions including as the chief financial officer at Hwam A/S, a European manufacturing company principally engaged in the manufacturing of steel components from 2015 to 2017. In April 2017, Mr. Worm joined the Group and served as the finance director and chief operational officer of the Group for managing the operation in Europe.

Mr. Worm obtained a bachelor’s degree in Management accounting and Control from the University of Aalborg Denmark. He also received a master’s degree in Economics and Business Administration from the University of Aalborg Denmark.

Save as disclosed above, Mr. Worm (i) had no interests in Shares within the meaning of Part XV of the SFO; (ii) did not have any relationship with any Directors, senior management of the Company, substantial shareholders or controlling shareholders of the Company; and (iii) did not hold any directorship in any other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years.

**Mr. Yuan Ye (袁野) (“Mr. Yuan”)**, aged 26, is a non-executive Director. He was appointed as a non-executive Director on 7 May 2020. He is mainly responsible for providing strategic advice to the Group.

Mr. Yuan had entered into a letter of appointment with the Company for an initial term of three years commencing on 7 May 2020 subject to retirement and re-election in accordance with the Articles of Association and he is entitled to an annual director’s fee of HK\$240,000 per annum. Such remuneration/emoluments was determined with reference to his duties, responsibilities and experience, and the prevailing market conditions, and will be reviewed annually by the Board and the Remuneration Committee.

Mr. Yuan has experience in the e-commerce and supply chain industry. He founded Chongqing Rui De Xing Hui E-commerce Company Limited\* (重慶瑞德興匯電子商務有限公司) (“**Chongqing Rui De Xing Hui**”) in 2015, and has been serving as an executive Director since then. He is responsible for the strategic planning and overall business management of Chongqing Rui De Xing Hui. Since June 2019, Mr. Yuan has been appointed as a Director of Chongqing Sunshine Charity Foundation (重慶陽光公益事業基金會).

Mr. Yuan obtained a bachelor’s degree in International Economy and Trading\* (國際經濟與貿易) from Chongqing Technology and Business University (重慶工商大學) in November 2017.

Save as disclosed above, Mr. Yuan (i) had no interests in the Shares within the meaning of Part XV of the SFO; (ii) did not have any relationship with any Directors, senior management of the Company, substantial shareholders or controlling shareholders of the Company; and (iii) did not hold any directorship in any other public companies the securities of which were listed on any securities market in Hong Kong or overseas in the last three years.

\* For identification purposes only

## SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

# 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)**

## SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of the annual general meeting (“AGM”) of Grown Up Group Investment Holdings Limited (the “Company”) dated on 28 April 2020 which set out the resolution(s) to be considered by members of the Company at the AGM to be convened at Royal Park Hotel, 8 Pak Hok Ting Street, Shatin, Hong Kong on Tuesday, 30 June 2020 at 10:00 a.m. Unless indicated otherwise, capitalised terms used in this supplementary notice (the “Supplementary Notice”) shall have the same meanings as those defined in the circular and the supplementary circular of the Company dated 28 April 2020 and 14 May 2020, respectively:

**SUPPLEMENTARY NOTICE IS HEREBY GIVEN** that the AGM will be held as originally scheduled and the following resolutions will be put before members of the Company at the AGM as resolutions no.2 (g) and 2 (h):

2 (g) To re-elect Mr. Brian Worm as an executive director of the Company.

2 (h) To re-elect Mr. Yuan Ye as a non-executive director of the Company.

By order of the Board

**Grown Up Group Investment Holdings Limited**

**Thomas Berg**

*Chairman and Executive Director*

Hong Kong, 14 May 2020

### Notes:

- (1) Save for the inclusion of the newly submitted resolutions no. 2(g) and 2(h), and that resolution 2(e) as set out in the notice of the AGM dated 28 April 2020 (the “**First Notice**”) and the form of proxy dated 28 April 2020 (the “**First Proxy Form**”) will be withdrawn due to the resignation of that director, there are no other changes to the resolutions set out in the First Notice and the First Proxy Form. For the details and other matters in relation to the other resolutions to be considered at the AGM, please refer to the First Notice and the circular of the Company dated 28 April 2020. All notes to the First Notice are incorporated herein by reference.
- (2) Since the First Proxy Form despatched to the members of the Company does not contain the additional proposed resolutions as set out in this Supplementary Notice, a new form of proxy (the “**Revised Proxy Form**”) has been prepared and is enclosed with this Supplementary Notice.
- (3) The Revised Proxy Form and the power of attorney or other authority, if any, under which it is signed, or certified copy of such power or authority, shall be delivered to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong at least 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be). Delivery of the Revised Proxy Form shall not preclude a member of the Company from attending the meeting (or any adjournment of such meeting) and voting in person should the member wish.



## SUPPLEMENTARY NOTICE OF ANNUAL GENERAL MEETING

- (4) Any member of the Company who has not yet lodged the First Proxy Form in accordance with the instructions printed thereon is requested to lodge the Revised Proxy Form (instead of the First Proxy Form) if he or she wishes to appoint proxies to attend the AGM on his or her behalf.
- (5) Any member of the Company who has already lodged the First Proxy Form in accordance with the instructions printed thereon should note that:
- (i) If the Revised Proxy Form is not lodged with the Hong Kong branch share registrar and transfer office of the Company, the First Proxy Form will be treated as a valid form of proxy lodged by the relevant shareholder if correctly completed. The proxy so appointed by the relevant shareholder will be entitled to vote in accordance with the instructions previously given by the relevant shareholder (if no such instructions are given), at his or her discretion or to abstain from voting on any resolution(s) properly put to the AGM;
  - (ii) If the Revised Proxy Form is lodged with the Hong Kong branch share registrar and transfer office of the Company 48 hours before the time appointed for holding of the AGM or any adjournment thereof (as the case may be) (the “**Closing Time**”), the Revised Proxy Form, if correctly completed, will be treated as a valid form of proxy lodged by the relevant shareholder and will revoke and supersede the First Proxy Form previously lodged by the relevant shareholder; and
  - (iii) If the Revised Proxy Form is lodged with the Hong Kong branch share registrar and transfer office of the Company after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the appointment of proxy under the Revised Proxy Form will be invalid. The proxy so appointed by the relevant shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if the Revised Proxy Form was not lodged with the Hong Kong branch share registrar and transfer office of the Company. Accordingly, shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the Hong Kong branch share registrar and transfer office of the Company before the Closing Time.
- (6) Members of the Company are reminded that completion and return of the First Proxy Form and/or the Revised Proxy Form will not preclude them from attending and voting in person at the AGM or any adjournment thereof (as the case may be).

*As of the date of this supplementary notice, the executive Directors are Mr. Thomas Berg, Mr. Morten Rosholm Henriksen, Mr. Cheng Wai Man and Mr. Brian Worm; the non-executive Directors are Mr. Fung Bing Ngon Johnny and Mr. Yuan Ye; and the independent non-executive Directors are Mr. Tang Tin Lok Stephen, Mr. Lau Ning Wa Ricky and Ms. Zhou Jing.*