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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 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28 April 2020 (the “**First Notice**”) and the form of proxy dated 28 April 2020 (the “**First Proxy Form**”) will be withdrawn due to the resignation of that director, there are no other changes to the resolutions set out in the First Notice and the First Proxy Form.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.
- (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.