

**If you are in any doubt** as to any aspect of this 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 circular together with the accompanying 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)**

### **PROPOSALS FOR GENERAL MANDATES TO ISSUE AND BUY BACK SHARES, RE-ELECTION OF RETIRING DIRECTORS, RE-APPOINTMENT OF AUDITORS AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM (as defined below) 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, 25 June 2021 at 10:00 a.m. is set out on pages 15 to 19 of this circular. Whether you are able to attend the AGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the completed proxy form 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 (i.e. 10:00 a.m. on Wednesday, 23 June 2021) before the time appointed for the AGM or the adjourned meeting thereof (as the case may be). Submission of a proxy form shall not preclude you from attending the AGM (or any adjournment of such meeting) and voting in person should you so wish.

### **PRECAUTIONARY MEASURES FOR THE AGM**

Please see pages 1 to 2 of this circular for precautionary measures being taken to prevent and control the spread of the coronavirus (COVID-19) epidemic at the AGM, including:

- compulsory body temperature checks and health declarations
- wearing of surgical face masks
- no refreshment will be served
- no souvenirs will be distributed
- checks on travel history and quarantine restrictions of attendees

Any person who does not comply with the above precautionary measures may be denied entry into the AGM venue. The Company will require all attendees to wear surgical face masks before they are permitted to attend, and during their attendance of the AGM at all times, and reminds the Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

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## PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing coronavirus (COVID-19) epidemic and recent guidelines for prevention and control of its spread, the Company will implement the following precautionary measures at the AGM to protect the Shareholders, staff and other stakeholders who attend the AGM from the risk of infection.

- (i) compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue;
- (ii) all Shareholders, proxies and other attendees are required to complete and submit at the entrance of the AGM venue a health declaration form providing their names and contact details, and confirming that (i) they have not travelled to, or to their best of knowledge had close contact with any person who has recently travelled to, any affected countries or areas outside of Hong Kong (as per guidelines issued by the Hong Kong government) at any time in the preceding 14 days and (ii) they are not subject to any Hong Kong Government prescribed quarantine. Any attendee who does not comply with this requirement will be denied entry into or be required to leave the AGM venue;
- (iii) the Company will require all attendees to wear surgical face masks before they are permitted to attend, and during their attendance of the AGM at all times, and to maintain a safe distance between seats;
- (iv) no refreshment will be served at the AGM; and
- (v) no souvenirs will be distributed at the AGM.

Any person who does not comply with the above requirements may be denied entry into the AGM venue or be required to leave the AGM venue. To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of other attendees at the AGM. In our case, denied entry to the AGM venue also means that person will not be allowed to attend the AGM.

In the interest of all stakeholders' health and safety and in accordance with recent guidelines for prevention and control of the spread of the coronavirus (COVID-19) epidemic, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, the Shareholders may complete the proxy forms and appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

## PRECAUTIONARY MEASURES FOR THE AGM

The proxy forms were despatched to the Shareholders together with this circular, and can otherwise be downloaded from the websites of the Company at [www.grown-up.com](http://www.grown-up.com) or the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). If you are not a registered Shareholder (i.e. if your Shares are held via banks, brokers, custodians or Hong Kong Securities Clearing and Company Limited), you should consult directly with your banks, brokers or custodians (as the case may be) to assist you in the appointment of proxy.

If you have any questions relating to the AGM, please contact the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, via the following:

Address	:	Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong
Email	:	<a href="mailto:is-enquiries@hk.tricorglobal.com">is-enquiries@hk.tricorglobal.com</a>
Telephone	:	+852 2980 1333
Fax	:	+852 2810 8185

## DEFINITIONS

*In this circular, the following expressions shall have the following meanings unless the context otherwise requires:*

“AGM”	the annual general meeting 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, 25 June 2021 at 10:00 a.m., or, where the context so admits, any adjournment of such annual general meeting
“AGM Notice”	the notice convening the AGM set out on pages 15 to 19 of this circular
“Articles of Association”	the amended and restated articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Grown Up Group Investment Holdings Limited (植華集團投資控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Stock Exchange
“connected person(s)”	has the same meaning as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	21 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular

## DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association”	the amended and restated memorandum of association of the Company, as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	the ordinary share(s) with nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as amended from time to time and approved by the Securities and Futures Commission of Hong Kong
“%”	per cent.

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 Director:*

Mr. Fung Bing Ngon Johnny

*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  
Mr. Wong Kai Hing

28 April 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
RE-APPOINTMENT OF AUDITORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM, among other things, (i) the granting of general mandates to the Directors to issue Shares and buy back Shares; (ii) the re-election of retiring Directors; and (iii) the re-appointment of auditors.

**GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES**

Pursuant to the ordinary resolutions passed at the last annual general meeting of the Company held on 30 June 2020, the Directors were granted general mandates to issue new Shares and to buy back existing Shares. Unless otherwise renewed, such general mandates will lapse at the conclusion of the AGM.



## LETTER FROM THE BOARD OF DIRECTORS

At the AGM, separate ordinary resolutions will be proposed relating to the following general mandates:

- (i) authorising the Directors to allot, issue and otherwise deal with additional Shares not exceeding 20% of the aggregate number of Shares in issue as at the date of passing the resolution;
- (ii) authorising the Directors to buy-back Shares not exceeding 10% of the aggregate number of Shares in issue as at the date of passing the resolution; and
- (iii) authorising the addition to the mandate to issue new Shares (referred to in (i) above) of those Shares bought-back by the Company pursuant to the buy-back mandate (referred to in (ii) above).

As at the Latest Practicable Date, the issued Shares comprised 1,000,000,000 Shares. Assuming that there is no variation to the issued Shares during the period from the Latest Practicable Date to the date of passing of the resolution approving the mandate to issue new Shares (referred to in (i) above), the maximum number of Shares which may be issued pursuant to the mandate would be 200,000,000 Shares, not taking into account any additional new Shares which may be issued pursuant to the mandate referred to in (iii) above. Such number of Shares referred to above shall, where applicable, be adjusted in the event that the Shares in issue as at the date of passing the resolutions are, at any time thereafter, converted into a larger or smaller number of Shares.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the proposed resolution to approve the buy-back by the Company of its shares. This explanatory statement is set out in Appendix I to this circular.

The general mandates to issue new Shares and to buy back Shares, if granted at the AGM, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles of Association to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

### RE-ELECTION OF THE DIRECTORS

Pursuant to Articles 83 and 84 of the Articles of Association, Mr. Tang Tin Lok Stephen, Mr. Lau Ning Wa Ricky and Mr. Wong Kai Hing will retire from office as Directors at the AGM and, being eligible, offer themselves for re-election.

The nomination was made in accordance with the nomination policy of the Company and took into account a wide range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of services, with due regard of the benefits of diversity as set out under the board diversity policy of the Company.

## LETTER FROM THE BOARD OF DIRECTORS

The Nomination Committee has considered Mr. Tang Tin Lok Stephen, Mr. Lau Ning Wa Ricky and Mr. Wong Kai Hing working experiences, working profiles, qualification and other factors as set out in Appendix II to this circular. Having duly considered their qualifications, skills, experience, age, culture, ethnicity, gender, past contributions and all other relevant factors, the Nomination Committee is of the view that they continue to be suitable candidates to serve on the Board. The Board believed that their re-election as the Directors would be in the best interests of the Company and its Shareholders as a whole.

The Nomination Committee has assessed the independence of each of the independent non-executive Directors including Mr. Tang Tin Lok Stephen, Mr. Lau Ning Wa Ricky and Mr. Wong Kai Hing based on reviewing their annual written confirmation of independence and written confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules and confirmed that all of them remain independent.

The Board, upon the recommendation of the Nomination Committee, proposed Mr. Tang Tin Lok Stephen, Mr. Lau Ning Wa Ricky and Mr. Wong Kai Hing, the retiring Directors, to stand for re-election as Directors at the AGM.

Particulars of the Directors proposed to be re-elected in the AGM are set out in Appendix II to this circular.

### RE-APPOINTMENT OF THE AUDITORS

Grant Thornton Hong Kong Limited ("**Grant Thornton**") will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the Audit Committee, proposed to re-appoint Grant Thornton as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

### CLOSURE OF REGISTER OF MEMBERS

In order to determine the entitlement of Shareholders to the right to attend and vote at the AGM (or any adjournment thereof), the register of members of the Company will be closed from Tuesday, 22 June 2021 to Friday, 25 June 2021, both days inclusive, during which period no share transfer will be effected. All transfers accompanied by the relevant share certificates must be lodged with 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, for registration no later than 4:30 p.m. on Monday, 21 June 2021.

### ANNUAL GENERAL MEETING

The notice convening the AGM at which ordinary resolutions will be proposed, *inter alia*, the grant of the general mandates to issue and buy-back Shares, the extension of the general mandate to issue new Shares, the re-election of retiring Directors and the re-appointment of auditors of the Company are set out on pages 15 to 19 of this circular.

## LETTER FROM THE BOARD OF DIRECTORS

A proxy form for the AGM is enclosed herewith. Whether you are able to attend the AGM or not, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the completed proxy form 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 (i.e. 10:00 a.m. on Wednesday, 23 June 2021) before the time appointed for the AGM or the adjourned meeting (as the case may be). Submission of a proxy form shall not preclude you from attending the AGM (or any adjournment of such meeting) and voting in person should you so wish.

### VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules and the Articles of Association, all resolutions set out in the AGM Notice will be voted on by poll at the AGM. Article 66 of the Articles of Association provides that on a poll, every Shareholder present in person or by proxy shall have one vote for every fully paid Share held by that Shareholder. An announcement on the poll vote results will be made by the Company after the AGM.

### RESPONSIBILITY STATEMENT

This 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 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 circular misleading.

### RECOMMENDATION

The Directors consider that the grant of the general mandates to issue and buy-back Shares, the extension of the general mandate to issue new Shares, the re-election of Directors and the re-appointment of auditors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions approving such matters.

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

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the general mandate for buy-backs of Shares to be proposed at the AGM.

## 1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 1,000,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions granting to the Directors a general mandate to buy back Shares up to an aggregate number of Shares not exceeding 10% of the number of issued Shares at the date of the passing of the relevant resolution (the “**Buy-back Mandate**”) and on the basis that no further Shares are issued or bought back following the Latest Practicable Date and up to the date of the AGM, the Directors would be authorised to buy back Shares up to a limit of 100,000,000 Shares. The Shares bought back by the Company shall, subject to applicable law, be automatically cancelled upon such buy-back.

## 2. REASONS FOR BUY-BACK

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to buy back Shares on the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders.

## 3. FUNDING AND EFFECT OF BUY-BACKS

The Company is empowered by the Articles of Association to buy back the Shares. In buying back the Shares, the Company may only apply funds legally available for such purpose in accordance with the Listing Rules, the Articles of Association, the Companies Law and all other applicable laws, rules and regulations, as the case may be.

In accordance with the Companies Law, the Articles of Association, Shares may only be bought back out of the funds of the Company which are legally available for such purpose or out of the proceeds of a fresh issue of Shares made for the purposes of the purchase or, subject to a statutory test of solvency, out of capital. The premium, if any, payable on purchase must be provided for out of the profits of the Company or out of the Company’s share premium account before or at the time the Shares are bought back or, subject to the statutory test of solvency, out of capital. Under the Companies Law, the Shares so bought back will be treated as cancelled.

There might be material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements of the Company as at 31 December 2020 in the event that the buy-backs were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as

would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Buy-back Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

#### 5. TAKEOVER CODE CONSEQUENCE

If as a result of a share buy-back pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, GP Group Investment Holding Limited ("GPG") held 510,000,000 Shares, representing 51.0% of the aggregate number of Shares in issue. Mr. Thomas Berg, through his wholly-owned companies, Easy Achiever Holdings Limited, Elect Lead Limited and Berg Group Holding Limited, was interested in 88.7% of the issued share capital of GPG. Therefore, Mr. Thomas Berg is deemed, or taken to be, interested in all the Shares held by GPG for the purposes of the SFO. Based on such interests and assuming that there is no change in the number of the Shares in issue after the Latest Practicable Date, in the event that the Directors exercised in full the power to buy back Shares which is proposed to be granted at the AGM, the interests in the aggregate number of Shares in issue of Mr. Thomas Berg would be increased from 51.0% to approximately 56.66 %. Such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the Buy-back Mandate to such an extent as would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any buy back pursuant to the Buy-back Mandate.

The Directors have no present intention to exercise the Buy-back Mandate to such an extent that would result in the number of Shares in the public hands falling below the prescribed minimum percentage of 25% as required by the Stock Exchange. The Directors will not exercise the Buy-back Mandate to such extent that may jeopardise the public float requirement.

**6. SHARE BOUGHT BACK BY THE COMPANY**

The Company had not bought back any Shares in the six months prior to the Latest Practicable Date.

**7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSON**

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules), presently intend to sell any Shares to the Company or its subsidiaries under the Buy-back Mandate in the event that the Buy-back Mandate is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell any Shares, or that they have undertaken not to sell any Shares held by them, to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

**8. SHARE PRICES**

The highest and lowest prices at which the Shares had been traded on the Stock Exchange in each of the following months immediately preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
<b>2020</b>		
April	0.550	0.425
May	0.790	0.450
June	0.830	0.500
July	1.400	0.690
August	1.230	0.330
September	0.485	0.170
October	0.550	0.188
November	0.360	0.250
December	0.330	0.255
<b>2021</b>		
January	0.580	0.180
February	0.420	0.150
March	0.415	0.270
April (up to the Latest Practicable Date)	0.330	0.260

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. Tang Tin Lok Stephen (鄧天樂) (“Mr. Tang”)**, aged 44, was appointed as an independent non-executive Director on 30 May 2019. He is the chairman of the Audit committee and a member of each of the Remuneration Committee and Nomination Committee. He is mainly responsible for providing independent advice to the Group.

Mr. Tang had entered into a letter of appointment with the Company for an initial term of two years commencing on 28 June 2019 subject to retirement and re-election in accordance with the Articles of Association. He had entered into a supplementary letter of appointment with the Company on 1 December 2020 in relation to the change in his remuneration as an independent non-executive Director. The amount of emoluments paid for the year ended 31 December 2020 to Mr. Tang is set out in note 30 to the financial statements for the year ended 31 December 2020 on page 117 of the Company’s annual report. 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. Tang has been in the financial service industry for more than 20 years. Mr. Tang was a director with the Deloitte & Touche Financial Advisory Services Group where he focused on private equity and merger and acquisition transactions in the PRC and the Asia Pacific region. Mr. Tang began his career at the Financial Services Group at Ernst & Young in Sydney, and subsequently relocated to Hong Kong and Beijing. Mr. Tang received a Master Degree of Commerce in Advanced Finance and Bachelor Degree of Commerce from the University of New South Wales in Australia. He is a Chartered Accountant of the Chartered Accountants Australia and New Zealand, and a member of the Hong Kong Institute of Certified Public Accountants. Since December 2015, Mr. Tang has been an independent non-executive director of Maxnerva Technology Services Limited, a company whose shares are listed on the Main Board of the Stock Exchange (Stock code: 1037).

Save as disclosed above and as at the Latest Practicable Date, Mr. Tang (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; 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. Lau Ning Wa Ricky (劉寧樺) (“Mr. Lau”)**, aged 35, was appointed as an independent non-executive Director on 30 May 2019. He is the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. He is mainly responsible for providing independent advice to the Group.



Mr. Lau had entered into a letter of appointment with the Company for an initial term of two years commencing on 28 June 2019, subject to retirement and re-election in accordance with the Articles of Association. The amount of emoluments paid for the year ended 31 December 2020 to Mr. Lau is set out in note 30 to the financial statements for the year ended 31 December 2020 on page 117 of the Company's annual report. 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. Lau has more than nine years of experience in the investment and corporate finance industry. From August 2009 to August 2013, Mr. Lau worked for Standard Chartered Bank, during which he was stationed in Hong Kong, India and Singapore in the bank's corporate banking and corporate advisory departments, and his last position was associate of origination and client coverage division. From August 2013 to April 2016, he worked for Amity Energy Management Pte. Ltd., a Singapore oil storage assets developer under Sebrina Holdings Limited, as associate director. In March 2016, Mr. Lau co-founded Joy Rich Ventures Limited, a financial technology company, and has been serving as director since then. In June 2015, he joined Joy Rich Finance Limited, a licensed money lending institution, and has been serving as director since then. In July 2015, he co-founded Joy Rich Securities Investment Limited, a SFC type 1 licensed securities brokerage firm, and has been serving as director since then.

Mr. Lau obtained a bachelor of science in international business from The University of Warwick in the United Kingdom in July 2008. He further pursued a master of philosophy in real estate finance degree from The University of Cambridge in the United Kingdom and such degree was approved and conferred to him in October 2009 and October 2013, respectively.

Save as disclosed above and as at the Latest Practicable Date, Mr. Lau (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; 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. Wong Kai Hing (黃繼興) ("Mr. Wong")**, aged 46, was appointed as an independent non-executive Director on 21 April 2021. He is a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. He is mainly responsible for providing independent advice to the Group.

Mr. Wong had entered into a letter of appointment with the Company for an initial term of two years commencing on 21 April 2021, 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\$120,000 per annum.



Mr. Wong has extensive experience in accounting, auditing and company secretarial practice in Hong Kong. From September 1997 to March 2012, Mr. Wong worked at KPMG, Shun Tak Holdings Limited (信德集團有限公司) (stock code: 242), the issued shares of which are listed on the Stock Exchange, Kwonne Electrical Products (光榮電業產品有限公司), Tse Sui Luen Jewellery (International) Limited (謝瑞麟珠寶(國際)有限公司) (stock code: 417), the issued shares of which are listed on the Stock Exchange, and ITC Properties Group Limited (德祥地產集團有限公司) (stock code: 199), the issued shares of which are listed on the Stock Exchange, respectively, and was primarily responsible for auditing and accounting matters. From April 2012 to October 2015, Mr. Wong worked as a financial controller, investor relationship director and company secretary in China Modern Dairy Holdings Ltd. (中國現代牧業控股有限公司) (stock code: 1117), a raw milk producer, the issued shares of which are listed on the Stock Exchange. From November 2015 to October 2019, he concurrently worked as the chief financial officer and company secretary of Xiwang Special Steel Company Limited (西王特鋼有限公司) (stock code: 1266), an integrated steel manufacturer and as the chief financial officer and company secretary of Xiwang Property Holdings Company Limited (西王置業控股有限公司) (stock code: 2088), a real estate development company, of which the issued shares of both companies are listed on the Stock Exchange. Mr. Wong is currently working as the company secretary of E-Star Commercial Management Co. Ltd. (星盛商業管理股份有限公司) (stock code: 6668), a PRC-based commercial property operation services provider the issued shares of which are listed on the Stock Exchange, and an independent non-executive director of Tempus Holdings Limited (騰邦控股有限公司) (stock code: 6880), a company engaging in the development and retailing of health and wellness products the issued shares of which are listed on the Stock Exchange, respectively.

Mr. Wong obtained a bachelor's degree in accounting and a master's degree in business administration from the Chinese University of Hong Kong in May 1997 and December 2006, respectively. He is also a member of Hong Kong Institute of Certified Public Accountants and a Chartered Financial Analyst (CFA) charter holder.

Save as disclosed above and as at the Latest Practicable Date, Mr. Wong (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; 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.

Saved as disclosed herein, in relation to the re-election of the above-mentioned retiring Directors, the Board is not aware of any information that ought to be disclosed pursuant to the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules, nor are there any other matters that ought to be brought to the attention of the Shareholders.

\* For identification purpose only

## 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)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the shareholders of Grown Up Group Investment Holdings Limited (the “**Company**”) will 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, 25 June 2021 at 10:00 a.m. for the following purposes:

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 2020;
2. To re-elect the directors of the Company (the “**Director(s)**”) and to authorise the board of Directors (the “**Board**”) to fix Directors’ remuneration;
3. To re-appoint Grant Thornton Hong Kong Limited as the auditor of the Company to hold office until the conclusion of the next general meeting of the Company and to authorise the Board to fix its remuneration for the year ending 31 December 2021;

As special business, to consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

4. “**THAT:**
  - (a) subject to paragraphs (c) and (d) of this resolution, a general mandate be and is hereby unconditionally granted to the Directors during the Relevant Period (as defined hereinafter) all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Share(s)**”) and to make or grant offers, agreement, options or warrants which might require the exercise of such powers and to grant rights to subscribe for, or to convert any securities into, Shares;
  - (b) the mandate in paragraph (a) shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and warrants which would or might require the exercise of such powers after the end of the Relevant Period;

## NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted or issued (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined hereinafter);
  - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into Shares;
  - (iii) the exercise of the subscription rights under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or
  - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company;

shall not exceed 20% of the aggregate number of Shares in issue as at the date of passing of this resolution (as such number of Shares may be adjusted in the event of any subdivision or consolidation of Shares after the date of this resolution); and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“Rights Issue” means an offer of Shares, or an issue of options, warrants or other securities giving the right to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other

## NOTICE OF ANNUAL GENERAL MEETING

arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of recognised regulatory body or any stock exchange in, any territory outside Hong Kong).

5. **“THAT:**

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period all the powers of the Company to buy back or otherwise acquire Shares in issue in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, provided that the aggregate number of Shares so bought back or otherwise acquired shall not exceed 10% of the total number of Shares in issue at the date of this resolution (as such number of Shares may be adjusted in the event of any subdivision or consolidation of Shares after the date of this resolution); and

- (b) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiry of the period within which the next annual general meeting of the Company is required by law to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

## NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** subject to the passing of ordinary resolutions numbered 4 and 5 set out in the notice of the Meeting, the general mandate granted to the Directors to allot, issue and otherwise deal with additional Shares pursuant to resolution numbered 4 set out in the notice of the Meeting be and is hereby extended by the addition thereto of the number of Shares bought-back by the Company under the authority granted pursuant to resolution numbered 5 set out in the notice of the Meeting, provided that such amount shall not exceed 10% of the aggregate number of Shares in issue as at the date of the passing of this resolution.”

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

Hong Kong, 28 April 2021

*Notes:*

- (1) An eligible shareholder of the Company (the “**Shareholder(s)**”) is entitled to appoint one or more proxies to attend, speak and vote in his/her stead at the Meeting (or at any adjournment thereof) provided that each proxy is appointed to represent the respective number of Shares held by the Shareholder as specified in the relevant proxy forms. The proxy does not need to be a Shareholder.
- (2) Where there are joint registered holders of any Shares, any one of such persons may vote at the Meeting (or at any adjournment thereof), 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 register of members of the Company in respect of the relevant joint holding.
- (3) A proxy form for use at the Meeting is enclosed.
- (4) In order to be valid, the completed proxy form must be received by 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 (i.e. 10:00 a.m. on Wednesday, 23 June 2021) before the time appointed for holding the Meeting or any adjourned meeting thereof (as the case may be). If a proxy form 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 practise in Hong Kong) must be delivered to the Hong Kong branch share registrar and transfer office of the Company together with the proxy form. In the case of a corporation, the proxy form must either be executed under its common seal or be signed by an officer or agent duly authorised in writing.

## NOTICE OF ANNUAL GENERAL MEETING

- (5) For the purposes of determining Shareholders' eligibility to attend, speak and vote at the Meeting (or at any adjournment thereof), the register of members of the Company will be closed from Tuesday, 22 June 2021 to Friday, 25 June 2021, (both dates inclusive), during which period no transfer of Shares will be registered. To be eligible to attend, speak and vote at the Meeting (or at any adjournment thereof), all properly completed transfer documents accompanied by the relevant share certificate must be lodged with 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 for registration not later than 4:30 p.m. on Monday, 21 June 2021.
- (6) In relation to the proposed resolution numbered 2 above, Mr. Tang Tin Lok Stephen, Mr. Lau Ning Wa Ricky and Mr. Wong Kai Hing will retire by rotation and, being eligible, have offered themselves for re-election at the Meeting. Brief biographical details of the Directors who offer themselves for re-election at the Meeting are set out in Appendix II to the circular of the Company dated 28 April 2021 (the "Circular").
- (7) Detailed information on other business to be transacted at the Meeting is set out in the Circular.
- (8) As set out in the Letter from the Board of Directors included in the Circular, each of the resolutions set out in this notice should be voted on by poll.
- (9) The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail.
- (10) If a Typhoon Signal No. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a Black Rainstorm Warning Signal is in force at or at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the website of the Company ([www.grown-up.com](http://www.grown-up.com)) and the HKEXnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify its Shareholders of the date, time and place of the adjourned meeting.

The Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.

*As of the date of this notice, the executive Directors are Mr. Thomas Berg, Mr. Morten Rosholm Henriksen, Mr. Cheng Wai Man and Mr. Brian Worm; the non-executive Director is Mr. Fung Bing Ngon Johnny; and the independent non-executive Directors are Mr. Tang Tin Lok Stephen, Mr. Lau Ning Wa Ricky and Mr. Wong Kai Hing.*