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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) 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, 22 November 2024 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following ordinary resolutions:

Capitalised terms used in this notice shall have the same meaning of those defined in the circular of the Company dated 6 November 2024 to the Shareholders (the “**Circular**”) unless otherwise specified.

1. “**THAT** the existing annual cap for the financial year ending 31 December 2024 under the Existing Framework Supply Agreement be and is hereby revised to its corresponding 2024 Revised Annual Cap, all as defined and described in the Circular, and all transactions in connection therewith and any other ancillary documents, be and are hereby approved, confirmed and ratified; and the directors of the Company be and are hereby authorised to do all such things and exercise all powers which they consider necessary, desirable or expedient to implement and/or to give effect to the revision of 2024 Existing Annual Cap to the 2024 Revised Annual Cap for the Existing Framework Supply Agreement, and transactions contemplated thereunder as they may in their discretion consider to be desirable and in the interests of the Company.”
2. “**THAT** the framework supply agreement dated 1 November 2024 (the “**New Framework Supply Agreement**”), a copy of which marked “A” has been tabled before the meeting and initialled by the chairman of the meeting for the purpose of identification) between the Supplier and Purchaser in relation to the sales of Products manufactured and supplied by the Supplier Group and to the Purchaser Group from 1 January 2025 to 31 December 2027 and the terms of and Proposed Annual Caps in relation to the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and the directors of the Company be and are hereby authorised to do all such things and exercise all powers which they consider necessary, desirable or expedient in connection with the New Framework Supply Agreement and otherwise in connection with the implementation of the transactions contemplated thereunder including without limitation to any amendment or supplement thereof.”

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

Hong Kong, 6 November 2024

Notes:

1. A shareholder of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint a proxy or, if he is a holder of more than one share, proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. Where there are joint registered holders of any share of the Company, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the EGM personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. A form of proxy for the EGM is enclosed. In order to be valid, the completed form of proxy must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. 10:00 a.m. on Wednesday, 20 November 2024) before the time for the holding of the EGM or adjourned EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) if you so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked. 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 practice in Hong Kong) must be delivered to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, 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 attorney or other person duly authorised in writing.
4. The ordinary resolutions set out above will be voted by way of poll.
5. If a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above or "extreme conditions" caused by super typhoons is in force at or after 8:00 a.m. on the date of the EGM and/or the Hong Kong Observatory has announced at or after 8:00 a.m. on date of the EGM that either of the above-mentioned warnings is to be issued within the next two hours, the EGM will be postponed. The Company will post an announcement on the website of the Company at www.grown-up.com and on the website of the Stock Exchange at www.hkexnews.hk to notify its Shareholders of the date, time and place of the rescheduled EGM.

As of the date of this notice, the executive Directors are Mr. Thomas Berg, Mr. Morten Rosholm Henriksen, and Ms. Shut Ya Lai; and the independent non-executive Directors are Mr. Tsang Hing Suen, Mr. Wong Kai Hing and Mr. Chan Ting Leuk Arthur.