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

If you have sold or transferred all your shares in Green Leader Holdings Group Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, a licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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NOTICE OF ANNUAL GENERAL MEETING

PROPOSALS FOR

- (1) RE-ELECTION OF DIRECTORS;
- (2) GRANT OF GENERAL MANDATES

TO ISSUE AND REPURCHASE SHARES; AND

- (3) REFRESHMENT OF SCHEME MANDATE LIMIT

The notice convening the annual general meeting of the Company to be held at Units 2001-2, 20th Floor, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong on Friday, 31 May 2019 at 11:00 a.m. (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 a.m. on that day, at the same time and place on Monday, 10 June 2019) or any adjournment thereof at which the above proposals will be considered is set out on pages 22 to 28 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of the Company (www.greenleader.hk) and The Stock Exchange of Hong Kong Limited (www.hkex.com.hk).

Irrespective of whether you are able to attend the annual general meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and no less than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

In the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.

30 April 2019

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DEFINITIONS

In this circular, unless otherwise defined or the context otherwise requires, the following expressions have the following meanings:

“AGM”	the Company’s annual general meeting to be convened and held on Friday, 31 May 2019 at 11:00 a.m. at Units 2001-2, 20th Floor, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 a.m. on that day, at the same time and place on Monday, 10 June 2019) to consider and, if thought fit, to approve, among other things, the proposals for (i) re-election of Directors; (ii) grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate; and (iii) Refreshment of Scheme Mandate Limit
“Board”	the board of Directors
“Bye-law(s)”	the Company’s bye-law(s)
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Green Leader Holdings Group Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the Company’s director(s)
“Eligible Participant(s)”	any full time or part time employees of the Group (including any Directors, whether executive or non-executive and whether independent or not, of the Company or any subsidiary) and any supplier, consultants, agents and advisers or any person who, in the sole discretion of the Board, has contributed or may contribute to the Group eligible for Options under the Share Option Scheme

DEFINITIONS

“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the number of the issued Shares as at the date of granting of the General Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	25 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Option(s)”	the option(s) granted or to be granted to Eligible Participant(s) to subscribe for Share(s) under the Share Option Scheme
“Participant(s)”	the person(s) who or which is or are eligible to participate as grantee(s) in and receive Option(s) under the Share Option Scheme, which will be any employee of the Company or any of its subsidiaries including any executive and non-executive directors of the Group
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the number of issued Shares as at the date of granting of the Repurchase Mandate

DEFINITIONS

“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all Options which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to the approval by Shareholders’ resolutions passed on 28 May 2015
“Share(s)”	ordinary share(s) of HK\$0.01 each in the Company’s share capital
“Shareholder(s)”	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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD


GreenLeader
GREEN LEADER HOLDINGS GROUP LIMITED
綠領控股集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock code: 61)

Executive Directors:

Mr. Zhang Sanhuo (*Chairman*)

Mr. Tse Michael Nam (*Chief Executive Officer*)

Non-executive Director:

Mr. Zou Chengjian

Independent non-executive Directors:

Ms. Leung Yin Fai

Mr. Leung Po Wing, Bowen Joseph *GBS, JP*

Mr. Zhou Chunsheng

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

***Head office and principal place of
business in Hong Kong:***

Units 2001-2, 20th Floor

Li Po Chun Chambers

189 Des Voeux Road Central

Hong Kong

30 April 2019

Dear Sirs,

NOTICE OF AGM

PROPOSALS FOR
(1) RE-ELECTION OF DIRECTORS;
(2) GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES; AND
(3) REFRESHMENT OF SCHEME MANDATE LIMIT

INTRODUCTION

The purpose of this circular is to give Shareholders notice of the forthcoming AGM to be held on Friday, 31 May 2019 at 11:00 a.m. (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 a.m. on that day, at the same time and place on Monday, 10 June 2019). This circular also provides information regarding resolutions to be proposed at the AGM, inter alia, (i) the re-election of Directors; (ii) the grant to the Directors the General Mandate and the Repurchase Mandate upon the expiry of the current general mandates to issue Shares and repurchase Shares granted to the Directors at the Company's annual general meeting held on 31 May 2018; and (iii) the Refreshment of Scheme Mandate Limit.

LETTER FROM THE BOARD

AGM

The notice convening the AGM to be held at Units 2001-2, 20th Floor, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong on Friday, 31 May 2019 at 11:00 a.m. (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 a.m. on that day, at the same time and place on Monday, 10 June 2019) or any adjournment thereof at which the above proposals will be considered is set out on pages 22 to 28 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the proposals for (i) re-election of Directors; (ii) grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate; and (iii) Refreshment of Scheme Mandate Limit.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy can also be downloaded from the websites of the Company (www.greenleader.hk) and the Stock Exchange (www.hkex.com.hk). Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same to the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and no less than 48 hours before the time appointed for holding the above mentioned meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM for the results of the AGM.

RE-ELECTION OF DIRECTORS

According to Bye-law 111(A), at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office. Every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

According to Bye-law 115, any Director appointed to fill in a casual vacancy or as an additional Director shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.

LETTER FROM THE BOARD

In accordance with the Bye-laws as mentioned above, each of Mr. Tse Michael Nam, Mr. Zou Chengjian, Mr. Leung Po Wing, Bowen Joseph *GBS, JP* and Mr. Zhou Chunsheng shall retire from office at the AGM. Being eligible, each of Mr. Tse Michael Nam, Mr. Zou Chengjian, Mr. Leung Po Wing, Bowen Joseph *GBS, JP* and Mr. Zhou Chunsheng will offer themselves for re-election as executive Director/non-executive Director/independent non-executive Director (as the case may be).

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

Pursuant to Bye-laws 114 and 116, a Shareholder may propose an ordinary resolution to elect any person to be Director either to fill a casual vacancy or as an additional Director. If you wish to propose a person other than a retiring Director for election as Director at the AGM, you should deposit (1) a written notice of to propose a resolution at the AGM; and (2) a notice executed by the nominated candidate of the candidate's willingness to be appointed together with (i) that candidate's information as required to be disclosed under Rule 13.51(2) of the Listing Rules and such other information, as set out in the procedures for Shareholders to propose a person for election as Director, which could be found in the Company's website, and (ii) the candidate's written consent to the publication of his/her personal data which shall be given to the Company Secretary. The minimum length of the period of notice, during which such notice is given, should be at least 7 days and that the period for lodgment of such notice shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of the AGM.

GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the Shareholder's approval to grant the General Mandate (including the extended General Mandate) and the Repurchase Mandate to the Directors.

General Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or the Company's underlying shares (other than by way of rights issue or pursuant to a share option scheme for the Company's and/or any of its subsidiaries's Directors or employees or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the number of the issued Shares as at the date of granting of the General Mandate.

LETTER FROM THE BOARD

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate and authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 8,773,232,014 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed, under the General Mandate, to allot, issue and deal with a maximum of 1,754,646,402 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the number of the issued Share as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 877,323,201 Shares.

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (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 the Bye-laws, the Companies Act 1981 of Bermuda (as amended from time to time) or any applicable laws of Bermuda to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of Shareholders in general meeting, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

LETTER FROM THE BOARD

REFRESHMENT OF SCHEME MANDATE LIMIT

The Company adopted the Share Option Scheme pursuant to the ordinary resolution passed by Shareholders on 28 May 2015 at the Company's annual general meeting.

Reference were made to (i) the Company's announcements dated 29 June 2017, 10 July 2017, 25 August 2017, 27 September 2018 and 31 October 2018; and (ii) the Company's circulars dated 28 July 2017 and 5 October 2018 in connection with (a) the reorganisation of the Company's share capital involving the share consolidation (consolidation of every ten(10) issued existing Shares into one (1) new Share); and (b) the reduction of the issued share capital through a cancellation of the Company's paid-up capital to the extent of each of the issued existing Shares so that the nominal value of each issued Shares be reduced from HK0.10 to HK\$0.01 each and the subdivision of each authorised but unissued existing Share of HK\$0.10 into ten(10) new Shares HK\$0.01 each (collectively, the "**Capital Reorganisation**"). As all the conditions of the Capital Reorganisation as stated in the above mentioned circulars had been fulfilled following the passing of the special resolutions at the special general meetings held on 25 August 2017 and 31 October 2018, the Capital Reorganisation became effective since 28 August 2017 and 1 November 2018 respectively.

Under the Share Option Scheme, the number of Shares which may be issued upon the exercise of all Options granted or to be granted under the Share Option Scheme was 166,601,507 Shares (as adjusted due to the Capital Reorganisation), representing approximately 10% of the number of the issued Shares as at the date of adoption of the Share Option Scheme and the maximum number of Shares that might be issued upon the exercise of all Options under the Share Option Scheme or other schemes. Subject to prior the Shareholders' approval, the Company may, at any time thereafter, refresh the Scheme Mandate Limit to grant Options over Shares as shall represent approximately 10% of the number of the issued Shares as at the date of passing of the relevant resolution. Save and except the Share Option Scheme, there is no other share option scheme adopted by the Company.

On 3 May 2018, a total of 16,000,000 Options (granted on 14 July 2015) lapsed due to the resignation of a Director (as disclosed in the Company's announcement dated 16 April 2018).

On 24 May 2018, the Company granted Options to a grantee to subscribe for a total of 20,000,000 Shares (as adjusted due to the Capital Reorganisation). Details of the Options granted could be referred to the Company's announcement dated 24 May 2018.

LETTER FROM THE BOARD

Since the last refreshment of Scheme Mandate Limit on 31 May 2018 and up to the Latest Practicable Date, 730,000,000 Options were granted, no Options were exercised, lapsed and cancelled.

On 17 January 2019, the Company granted Options to certain grantees to subscribe for a total of 730,000,000 Options. Details of the Options granted could be referred to the Company's announcement dated 17 January 2019.

Since the adoption of the Share Option Scheme on 28 May 2015 and as at the Latest Practicable Date, a total of 927,241,370 Options were outstanding, representing approximately 10.569% of the Company's issued share capital. There are 1,103,201 Options carrying the rights to subscribe for 1,103,201 Shares, which represent approximately 0.013% of the Company's issued share capital, were available for grant by the Company as at the Latest Practicable Date.

The Company may refresh the Scheme Mandate Limit at any time subject to prior the Shareholders' approval provided that:

- (i) the Scheme Mandate Limit so refreshed must not exceed 10% of the number of issued Shares as at the date of the Shareholders' approval of the refreshed Scheme Mandate Limit; and
- (ii) Options previously granted under the Shares Option Scheme and any other share option schemes (including those outstanding, cancelled, lapsed in accordance with the schemes or exercised options) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed.

Notwithstanding the foregoing, the number of Shares to be issued upon the exercise of all the Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes must not exceed 30% of the number of Shares in issue from time to time.

As the Company had increased its total number of issued Shares from 7,311,032,014 Shares to 8,773,232,014 Shares by allotment and issues of 1,462,200,000 Shares pursuant to, among others, the placing of Shares on 9 January 2019 since the last refreshment of the Scheme Mandate Limit on 31 May 2018, a refreshment of the Scheme Mandate Limit would increase the total number of Options that the Directors may grant under the Share Option Scheme. The Directors consider that the Company should refresh the Scheme Mandate Limit so that the Company can have more flexibility to provide incentive to the Participants by way of granting Options to them.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there were 8,773,232,014 Shares in issue. Assuming no further issue or repurchase of Shares prior to the AGM, upon Refreshment of Scheme Mandate Limit by Shareholders at the AGM, the Company may grant Options entitling holders thereof to subscribe for up to a maximum number of 877,323,201 Shares, representing approximately 10% of the number of the issued Shares as at the date of AGM.

There are total of 1,804,564,571 Options, representing approximately 20.569% of the total number of Shares in issue as at the date of AGM, may be issued upon the exercise of (i) the 877,323,201 Options to be granted under the “refreshed” Scheme Mandate Limit; and (ii) the total of 927,241,370 outstanding Options.

No Options may be granted if this will result in the number of Shares which may be issued upon exercise of all Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company exceeds the 30% limit.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution to approve the Refreshment of Scheme Mandate Limit at the AGM; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the number of issued Shares as at the date of passing the resolution of Refreshment of Scheme Mandate Limit at the AGM) which may fall to be issued upon the exercise of the Options to be granted under the Share Option Scheme and any other share option schemes of the Company.

Application will be made to the Stock Exchange for the listing of, and permission to deal in the Shares, representing 10% of the number of issued Shares at the AGM, which may fall to be issued upon the exercise of the Options that may be granted under the refreshed Scheme Mandate Limit.

LETTER FROM THE BOARD

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 the proposals for (i) re-election of Directors; (ii) grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate; and (iii) Refreshment of Scheme Mandate Limit are in the interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

Yours faithfully
For and on behalf of the Board of
Green Leader Holdings Group Limited
Zhang Sanhuo
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CORE CONNECTED PARTIES

The Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates (as defined in the Listing Rules) and a core connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,773,232,014 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 877,323,201 fully paid Shares, representing approximately 10% of the number of the issued Shares as at the date of passing of the resolution.

3. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under laws of Bermuda and the Company's memorandum of association and the Bye-laws and for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 December 2018, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
April	0.370	0.305
May	0.330	0.270
June	0.350	0.160
July	0.170	0.108
August	0.118	0.059
September	0.086	0.063
October	0.073	0.050
November	0.069	0.041
December	0.090	0.031
2019		
January	0.063	0.038
February	0.057	0.045
March	0.053	0.041
April (up to the Latest Practicable Date)	0.048	0.036

6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of Bermuda.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares then in issue:

Name of substantial Shareholders	Nature of interest	No. of shares and/ or underlying shares held	Approximate percentage of holdings	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Best Growth Enterprises Limited	Interest of controlled corporation	3,037,374,377 (L)	34.62%	38.47%
		2,978,753,035 (S)	33.95%	37.73%
China OEPC Limited	Beneficial owner	3,037,374,377 (L)	34.62%	38.47%
		2,978,753,035 (S)	33.95%	37.73%
China Huarong (Macau) International Company Limited	Interest of controlled corporation	4,328,753,033 (L)	49.34%	54.82%
China Huarong Asset Management Co., Ltd.	Interest of controlled corporation	4,328,753,033 (L)	49.34%	54.82%

Notes:

- China OEPC Limited (“**China OEPC**”) beneficially owns (i) 1,885,859,226 Shares in which 1,827,237,883 Shares had been pledged; and (ii) the amount of HK\$380,000,000 convertible notes which are convertible into 1,151,515,151 Shares and all had been pledged. China OEPC is beneficially owned by Best Growth Enterprises Limited (“**Best Growth**”). Best Growth is beneficially owned by Mr. Zhang Sanhuo (“**Mr. Zhang**”), the Chairman and executive Director of the Company. By virtue of the SFO, Mr. Zhang and Best Growth are deemed to be interested in those Shares and derivative interest held by China OEPC.
- China Huarong Macau (HK) Investment Holdings Limited (“**Huarong (HK)**”) beneficially owns (i) US\$45,000,000 convertible bonds which are convertible into 1,350,000,000 Shares; and (ii) the Shares and the convertible notes which had been pledged by China OEPC. Huarong (HK) is wholly and beneficially owned by China Huarong (Macau) International Company Limited. (“**Huarong (Macau)**”). By virtue of the SFO, Huarong (Macau) was deemed to be interested in those shares held by Huarong (HK).
- Huarong (Macau) is held 51% of shares by Huarong (HK) Industrial Financial Investment Limited (“**Huarong IFI**”). By virtue of the SFO, Huarong IFI was deemed to be interested in those Shares which Huarong (Macau) was interested.
- Huarong IFI is wholly and beneficially owned by Huarong Real Estate Co., Ltd. (“**Huarong REC**”). By virtue of the SFO, Huarong REC was deemed to be interested in those Shares which Huarong IFI was interested.
- Huarong REC is wholly and beneficially owned by China Huarong Asset Management Co., Ltd. (“**Huarong AM**”). By virtue of the SFO, Huarong AM was deemed to be interested in those Shares which Huarong REC was interested.

As at the Latest Practicable Date, save as disclosed above, no other Shareholder is interested in more than 10% of the Shares then in issue and the public float is approximately 78.35%.

On the basis of the current shareholdings of Shareholders remains unchanged up to the date of AGM, an exercise of the Repurchase Mandate in full will not result in any obliged to make a mandatory offer under Rule 26 of the Takeovers Code. If an exercise of the Repurchase Mandate in full took place, the public float should become approximately 75.95%.

However, as at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any Shareholder, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

The Directors are not aware of any consequences which could arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

7. SHARES REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

The following is the information, as at the Latest Practicable Date, required to be disclosed under the Listing Rules, on the Directors proposed to be re-elected at the AGM.

(1) MR. TSE MICHAEL NAM (“Mr. Tse”)

Mr. Tse, aged 61, joined the Company on 12 February 2007 and now being as an executive Director, chief executive officer and member of the Company’s risk management committee, currently is in charging of the operations in the Kingdom of Cambodia. Mr. Tse is currently one of the board member for Accelerating Inclusive Cassava Market Development Project developed by United Nation Development Program, Cambodia. Mr. Tse has over 28 years of experience in corporate management in the agriculture, manufacturing, mining and M&A sectors. Mr. Tse was a registered consultant to Asian Development Bank and has held key positions in several companies listed on the Stock Exchange such as being executive director of Asia Coal Limited (Hong Kong listed company, Stock Code: 835) and as the vice chairman and managing director of Asia Aluminum Holdings Limited (a company previously listed on the Stock Exchange, Stock Code: 930). Mr. Tse holds a Bachelor of Science degree in Biological Science from the University of California, Berkeley and a Master of Business Administration degree from the University of San Francisco.

Save as disclosed above, Mr. Tse has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Save as being (i) the executive Director, the chief executive officer and a member of the Company’s risk management committee; and (ii) director of some subsidiaries of the Company, he does not hold any other positions with the Company and other members of the Group or other major appointments and professional qualifications. Mr. Tse does not have any relationship with any Directors, senior management, or substantial or controlling Shareholders.

As at the Latest Practicable Date, Mr. Tse have (i) 153,164 Shares; (ii) 6,000,000 Options entitling him to subscribe for 6,000,000 Shares at a subscription price of HK\$1.50 per share; and (iii) 72,967,400 Options entitling him to subscribe 72,967,400 Shares at a subscription price of HK\$0.352 per share. Save as disclosed, Mr. Tse does not have, nor is deemed to have any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the SFO) of the Company as at the Latest Practicable Date.

(2) MR. ZOU CHENGJIAN (“Mr. Zou”)

Mr. Zou, aged 76, joined the Company on 7 June 2013 and now being as a non-executive Director, graduated from 山東礦業學院 (Shandong Institute of Mining and Technology*) with a bachelor’s degree in mining since September 1965. From September 1965 to January 1970, he worked as a mining technician at 西山礦務局西銘礦 (Xishan Mining Administration Ximing Mine*). He was promoted to the position of executive mining technician in January 1970 and acted as the mining engineer, the deputy technical manager and the acting manager of the mining area successively from January 1970 to April 1980. He served at the development headquarters of 西山礦務局古交礦區 (Xishan Mining Administration Gujiao Mine District*) from April 1980 to April 1985, during which period he worked as the deputy group leader of the development group of 西山礦務局西曲礦 (Xishan Mining Administration Ximing Mine*), the chief engineer and the mine manager of such mine. He then served as the leader of such development headquarters and its deputy general and production director from April 1985 to April 1995. From December 1995 to December 1997, he acted as the director of 淮南礦務局 (Huainan Mining Administration*). He subsequently worked as the deputy general manager and general manager of 華晉焦煤公司 (Huajin Coking Coal Company*) successively from December 1997 to June 2003. Since 2004, he has acted as the technical consultant of Shanxi Changtong and had been the dean of 煤炭工業合肥設計研究院山西分院 (Shanxi Branch of Hefei Design Research Institute for Coal Industry*).

Mr. Zou was appointed by way of a letter of appointment with a proposed term of service of one year. His appointment is subject to the rotational retirements under the Bye-laws. Mr. Zou’s remuneration is governed by the Bye-laws and he is currently entitled to receive a monthly remuneration of HK\$14,000 which is determined by the Board based on the recommendation from the Company’s remuneration committee with reference to, among other matters, his duties and responsibilities, salary paid by comparable companies, time commitment, employment conditions of other members of the Group.

Save as disclosed above, Mr. Zou has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Save as being the Company’s non-executive Director, he does not hold any other positions with the Company and other members of the Group. Mr. Zou does not have any relationship with any Directors, senior management, or substantial or controlling Shareholders.

As at the Latest Practicable Date, Mr. Zou has 1,000,000 Options entitling him to subscribe for 1,000,000 Shares at a subscription price of HK\$1.50 per share. Save as disclosed, Mr. Zou does not have, nor is deemed to have any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the SFO) of the Company as at the Latest Practicable Date.

* For identification purposes only

(3) MR. LEUNG PO WING, BOWEN JOSEPH *GBS, JP* (“Mr. Leung”)

Mr. Leung, aged 69, joined the Company on 26 March 2010 and now being as an independent non-executive Director and member of each of the audit, nomination and remuneration committees and chairman of risk management committee of the Company, is currently serving as an independent non-executive director for three other companies listed on the Stock Exchange namely Paliburg Holdings Limited (Hong Kong listed company, Stock Code: 0617), Regal REIT (Hong Kong listed company, Stock Code: 1881) and Quali-Smart Holdings Limited (Hong Kong listed company, Stock Code: 1348). Mr. Leung previously served as the Director of the Office of the Government of the Hong Kong Special Administrative Region in Beijing until his retirement in November 2005. During his tenure with the Government, Mr. Leung has served in various senior positions including the Deputy Secretary for District Administration (later re-titled as Deputy Secretary of Home Affairs), Deputy Secretary for Planning, Environment and Lands, Private Secretary, Government House, and Secretary for Planning Environment and Lands. Mr. Leung has extensive experience in corporate leadership and public administration. Mr. Leung was conferred with the Gold Bauhinia Star honour in 2004 and appointed as a Justice of Peace in 2007, for his very distinguished services to the Hong Kong community.

Mr. Leung was appointed by way of a letter of appointment with a proposed term of service of one year. His appointment is subject to the rotational retirements under the Bye-laws. Mr. Leung’s remuneration is governed by the Bye-laws and he is currently entitled to receive a monthly remuneration of HK\$14,000 which is determined by the Board based on the recommendation from the Company’s remuneration committee with reference to, among other matters, his duties and responsibilities, salary paid by comparable companies, time commitment, employment conditions of other members of the Group.

Save as disclosed above, Mr. Leung has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Save as being the independent non-executive Director, the chairman of the Company’s risk management committee and a member of each of the audit committee, remuneration committee and nomination committee of the Company, he does not hold any other positions with the Company and other members of the Group. Mr. Leung does not have any relationship with any Directors, senior management, or substantial or controlling Shareholders.

As at the Latest Practicable Date, Mr. Leung has 1,000,000 Options entitling him to subscribe for 1,000,000 Shares at a subscription price of HK\$1.50 per share. Save as disclosed, Mr. Leung does not have, nor is deemed to have any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the SFO) of the Company as at the Latest Practicable Date.

(4) MR. ZHOU CHUNSHENG (“Mr. Zhou”)

Mr. Zhou, aged 52, joined the Company on 14 June 2013 and now being as an independent non-executive Director and member of each of the audit, nomination and remuneration committees of the Company, is currently a professor-in-residence and was director of the executive master of business administration program of 長江商學院 (Cheung Kong Graduate School of Business). He was an assistant dean, director of the executive education program and a professor of finance of 光華管理學院 (Guanghua School of Management) of 北京大學 (Peking University). He is a distinguished economist, a winner of the National Excellent Young Researcher Grant, an honorary professor at the University of Hong Kong, a visiting professor at the City University of Hong Kong and a member of the 1st and 2nd Listing Committee of the Shenzhen Stock Exchange. Mr. Zhou obtained a master degree in mathematics from Peking University and a doctoral degree in economics (finance) from Princeton University in the United States. From 1994 to 1995, he was awarded an honorary doctoral scholarship excellence from Princeton University. During 1997 to 2001, Mr. Zhou worked for the University of California and the School of Business of the University of Hong Kong. From April to December 2001, at the invitation of China Securities Regulatory Commission (“CSRC”), Mr. Zhou acted as a member (deputy level) of the planning and development committee of CSRC. He also became the head of the finance department of 光華管理學院 (Guanghua School of Management). Mr. Zhou is an expert in analysing financial investment, securities markets, capital operation and financial derivatives.

Mr. Zhou is currently an independent non-executive director of each of Transfar Zhilian Co., Ltd. (Shenzhen listed company, Stock Code: 002010), Guosheng Financial Holding Inc. (Shenzhen listed company, Stock Code: 002670), Kunwu Jiuding Investment Holdings Co., Limited (Shanghai listed company, Stock Code: 60053), Zhonghong Holding Co., Limited (Shenzhen listed company, Stock Code: 000979), and PINE Technology Holdings Limited (Hong Kong listed company, Stock Code: 1079). Mr. Zhou is also the director of Nanda Automation Technology Jiangsu Co., Ltd. (NEEQ: 834876), the shares of which are traded on the National Equities Exchange and Quotations in the PRC and the independent director of Leshan City Commercial Bank.

Mr. Zhou was appointed by way of a letter of appointment with a proposed term of service of one year. His appointment is subject to the rotational retirements under the Bye-laws. Mr. Zhou’s remuneration is governed by the Bye-laws and he is currently entitled to receive a monthly remuneration of HK\$14,000 which is determined by the Board based on the recommendation from the Company’s remuneration committee with reference to, among other matters, his duties and responsibilities, salary paid by comparable companies, time commitment, employment conditions of other members of the Group.

Save as disclosed above, Mr. Zhou has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Save as being the independent non-executive Director and a member of each of the audit committee, remuneration committee and nomination committee of the Company, he does not hold any other positions with the Company and other members of the Group. Mr. Zhou does not have any relationship with any Directors, senior management, or substantial or controlling Shareholders.

As at the Latest Practicable Date, Mr. Zhou has 1,000,000 Options entitling him to subscribe for 1,000,000 Shares at a subscription price of HK\$1.50 per share. Save as disclosed, Mr. Zhou does not have, nor is deemed to have any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the SFO) of the Company as at the Latest Practicable Date.

Save as disclosed herein, there is no other information relating to each of Mr. Tse, Mr. Zou, Mr. Leung and Mr. Zhou that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

NOTICE OF AGM


GREEN LEADER HOLDINGS GROUP LIMITED
綠領控股集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock code: 61)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Green Leader Holdings Group Limited (the “**Company**”) will be held at Units 2001-2, 20th Floor, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong on Friday, 31 May 2019 at 11:00 a.m. (the “**AGM**”) (or, in the event that a black rainstorm warning signal or tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 a.m. on that day, at the same time and place on Monday, 10 June 2019) for the purpose of considering and, if thought fit, passing the following ordinary resolutions with or without amendments:

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended 31 December 2018;
2.
 - (a) to re-elect Mr. Tse Michael Nam as executive Director;
 - (b) to re-elect Mr. Zou Chengjian as non-executive Director;
 - (c) to re-elect Mr. Leung Po Wing, Bowen Joseph *GBS, JP* as independent non-executive Director;
 - (d) to re-elect Mr. Zhou Chunsheng as independent non-executive Director; and
 - (e) to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint Crowe (HK) CPA Limited as the auditor of the Company and to authorise the board of Directors to fix their remuneration;

NOTICE OF AGM

and, as special business, consider and, if thought fit, pass the following resolutions as ordinary resolutions:

4. “**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the number of issued Shares on the date of the passing of this resolution; and

NOTICE OF AGM

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the number of issued Shares on the date of the passing of resolution no. 6),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended from time to time) (the **“Companies Act”**) or any other applicable laws of Bermuda to be held; or
- (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 offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

NOTICE OF AGM

5. “**THAT:**
- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
 - (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the number of issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of 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 expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act or any other applicable laws of Bermuda to be held; or
 - (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.”
6. “**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

NOTICE OF AGM

7. “**THAT** subject to the Stock Exchange granting the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of options which may be granted under the Scheme Mandate Limit (as defined below) and pursuant to the share option scheme of the Company adopted on 28 May 2015 (the “**Share Option Scheme**”), approval be and is hereby generally and unconditionally granted for refreshing and renewing the Scheme Mandate Limit (as defined below) under the Share Option Scheme provided that (i) the total number of Shares which may be allotted and issued upon the exercise of the options to be granted under the Share Option Scheme and any other share option schemes of the Company shall not exceed 10 per cent. of the number of issued Shares as at the date of the passing of this resolution (the “**Scheme Mandate Limit**”); and (ii) the overall limit on the number of Shares which may be issued upon the exercise of all options to be granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30 per cent. of the number of issued Shares from time to time and that the Directors be and are hereby authorized, at their absolute discretion, to grant options under the Share Option Scheme up to the Scheme Mandate Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such options.”

By the order of the Board of
Green Leader Holdings Group Limited
Zhang Sanhuo
Chairman

Hong Kong, 30 April 2019

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

***Head office and principal place of
business in Hong Kong:***

Units 2001-2, 20th Floor
Li Po Chun Chambers
189 Des Voeux Road Central
Hong Kong

NOTICE OF AGM

Notes:

1. The Company's register of members will be closed from Tuesday, 28 May 2019 to Friday, 31 May 2019, both days inclusive, during which period no transfer of Shares will be effected, to determine shareholders' entitlement to attend and vote at the AGM (or at any adjournment thereof).
2. All transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Monday, 27 May 2019.
3. A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. 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.
4. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event no later than 11:00 a.m. on Wednesday, 29 May 2019 (Hong Kong time) or no less than 48 hours before the time appointed for holding the above mentioned meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the AGM or any adjournment thereof, should he/she/it so wish.
5. In the case of joint holders of Shares, any one of such holders may vote at the AGM, either personally or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the AGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
6. In relation to item No. 2 of Notice of AGM, Mr. Tse Michael Nam, Mr. Zou Chengjian, Mr. Leung Po Wing, Bowen Joseph *GBS, JP* and Mr. Zhou Chunsheng will hold office until the AGM and, all of them being eligible, have offered themselves for re-election at the AGM. Details of the above Directors are set out in Appendix II to the Company's circular dated 30 April 2019 (the "**Circular**").

Procedures for shareholders of the Company to propose a person for election as Director at the AGM are set out under the section headed "Re-election of Directors" in the Circular.

7. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the Share Option Scheme or any scrip dividend scheme which may be approved by shareholders of the Company.

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8. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I of the Circular.

9. Bad weather arrangements:

The AGM will be held on Friday, 31 May 2019 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day.

However, if a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 a.m. on Friday, 31 May 2019, the AGM will not be held on that day but will be automatically postponed and, by virtue of this notice, be held at the same time and place on Monday, 10 June 2019 instead.

Members may call (852) 2889 6289 or visit the Company's website (www.greenleader.hk) for details of the postponement and alternative meeting arrangements.

Members should make their own decision as to whether they would attend the AGM under bad weather conditions having regard to their own situation and if they should choose to so do, they are advised to exercise care and caution.

10. In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.