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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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**SGM**”) of GREEN LEADER HOLDINGS GROUP LIMITED (the “**Company**”, together with its subsidiaries as the “**Group**”) will be held by way of electronic means on Friday, 21 June 2024 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 8:00 a.m. on that day, at the same time and place on Tuesday, 25 June 2024) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the conditional deed of amendment (the “**Amendment Deed (China OEPC)**”) dated 24 April 2024 and entered into between the Company as issuer and China OEPC Limited as note holder of unlisted convertible notes (the “**Convertible Notes (China OEPC)**”) in the principal amount of HK\$380,000,000 by the Company (a copy of the Amendment Deed (China OEPC) having been produced to the SGM and marked “**A**” and initialed by the chairman of the SGM for the purpose of identification) in relation to the extension of the maturity date from 20 October 2022 to the second (2nd) anniversary of the date of completion of the Amendment Deed (China OEPC), and the transactions contemplated thereunder (including but not limited to the allotment and issue of the conversion Shares (the “**Conversion Shares (China OEPC)**”) upon exercise of conversion rights attaching to the Convertible Notes (China OEPC)) be and are hereby approved, confirmed and ratified;

- (b) the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company be and is hereby granted a specific mandate to allot and issue the Conversion Shares (China OEPC) upon exercise of the conversion rights attached to the Convertible Notes (China OEPC) in accordance with the terms and conditions of the Convertible Notes (China OEPC); and
- (c) any one or more Director(s) be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal, where applicable) which he/she/they consider(s) necessary, desirable or expedient to give effect to the Amendment Deed (China OPEC) and the transactions contemplated thereunder.”

2. “**THAT**

- (a) the conditional deed of amendment (the “**Amendment Deed (Ms. Hao)**”) dated 24 April 2024 and entered into between the Company as issuer and Hao Ting as note holder of unlisted convertible notes (the “**Convertible Notes (Ms. Hao)**”) in the principal amount of HK\$15,000,000 by the Company (a copy of the Amendment Deed (Ms. Hao) having been produced to the SGM and marked “**B**” and initialed by the chairman of the SGM for the purpose of identification) in relation to the extension of the maturity date from 20 October 2022 to the second (2nd) anniversary of the date of completion of the Amendment Deed (Ms. Hao), and the transactions contemplated thereunder (including but not limited to the allotment and issue of the conversion Shares (the “**Conversion Shares (Ms. Hao)**”) upon exercise of conversion rights attaching to the Convertible Notes (Ms. Hao)) be and are hereby approved, confirmed and ratified;
- (b) the Board be and is hereby granted a specific mandate to allot and issue the Conversion Shares (Ms. Hao) upon exercise of the conversion rights attached to the Convertible Notes (Ms. Hao) in accordance with the terms and conditions of the Convertible Notes (Ms. Hao); and
- (c) any one or more Director(s) be and is/are hereby authorised to implement and take all steps and do all acts and things and execute all such documents (including under seal, where applicable) which he/she/they consider(s) necessary, desirable or expedient to give effect to the Amendment Deed (Ms. Hao) and the transactions contemplated thereunder.”

By order of the Board
Green Leader Holdings Group Limited
Mr. Tse Michael Nam
Executive Director

Hong Kong, 31 May 2024

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:
Unit A, 12/F., Central 88
88-98 Des Voeux Road Central
Hong Kong

Notes:

1. Registered shareholders are requested to provide a valid email address of himself/herself/itself or his/her/its proxy (except for the appointment of the chairman of the SGM) for the proxy to receive the login access code to participate online in the e-Meeting System.

Registered shareholders will be able to attend the SGM, vote and submit questions via the designated website (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company.

Non-registered shareholders whose shares are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may also be able to attend the SGM, vote and submit questions via the designated website (<https://spot-meeting.tricor.hk>). In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

The Company's register of members will be closed from Tuesday, 18 June 2024 to Friday, 21 June 2024, both days inclusive, during which period no transfer of shares will be effected, to determine shareholders' entitlement to attend and vote at the SGM (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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 17 June 2024.
3. A member entitled to attend and vote at the SGM 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 at the SGM 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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated website (<https://spot-meeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company as soon as possible and in any event 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 from attending and voting at the SGM or any adjournment thereof, should they so wish.
5. In the case of joint holders of shares, any one of such holders may vote at the SGM, 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 SGM 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. Bad weather arrangements:

The SGM will be held on Friday, 21 June 2024 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 8:00 a.m. on Friday, 21 June 2024, the SGM 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 Tuesday, 25 June 2024 instead.

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

7. In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.
8. The ordinary resolutions set out above will be determined by way of a poll.

As at the date of this announcement, the executive Directors are Mr. Tse Michael Nam (Chairman and Chief Executive Officer) and Mr. Zhang Sanhuo; and the independent non-executive Directors are Mr. Ho Kin Cheong Kelvin, Mr. Shen Weidong and Mr. Tian Hong.