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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 at 19/F., Hip Shing Hong Centre, 55 Des Voeux Road Central, Central, Hong Kong on Friday, 10 July 2026 at 10:30 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 Monday, 13 July 2026) 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** subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited of the listing of, and permission to deal in, the Consolidated Shares (as defined below) arising from the Share Consolidation (as defined below) and with effect from the second business day immediately following the date on which this resolution is passed:
  - (a) every four (4) issued and unissued ordinary shares with a par value of HK\$0.001 each in the share capital of the Company (the “**Existing Share(s)**”) be consolidated into one (1) ordinary share with a par value of HK\$0.004 each (the “**Consolidated Share(s)**”) (the “**Share Consolidation**”) so that the authorised share capital of the Company will change from HK\$2,000,000,000 divided into 2,000,000,000 Existing Shares of par value HK\$0.001 each to HK\$2,000,000,000 divided into 500,000,000 Consolidated Shares of par value HK\$0.004 each, and such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum of association and bye-laws of the Company;

- (b) following the Share Consolidation, the directors of the Company (the “**Directors**”) be and are hereby authorised to make arrangements for the settlement and disposal of fractional entitlements, if any, arising from or in connection therewith and, in particular (but without prejudice to the generality of the foregoing), by aggregating any fractional entitlements arising as a result thereof and selling the same for the benefit of the Company in such manner and on such terms as the Directors may think fit; and
- (c) any one of the Directors be and is hereby authorised severally to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) he or she considers necessary, desirable or expedient to give effect to the Share Consolidation and the transactions contemplated thereunder.”

2. “**THAT**

- (a) the conditional amended and restated second deed of amendment (the “**Amended and Restated Second Amendment Deed (China OEPC)**”) dated 22 June 2026 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 Amended and Restated Second 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 (i) the extension of the maturity date from 26 June 2026 to the second (2nd) anniversary of the date of completion of the Amended and Restated Second Amendment Deed (China OEPC) (the “**Extended Maturity Date**”); and (ii) the change of the conversion price of the Convertible Notes (China OEPC) from HK\$0.22 per Existing Share to be issued and allotted upon conversion of the Convertible Notes (China OEPC) to HK\$0.88 per Consolidated Share to be issued and allotted upon conversion of the Convertible Notes (China OEPC) from and including the date of the amendments under the Amended and Restated Second Amendment Deed (China OEPC) having become effective to and including the Extended Maturity Date; and the transactions contemplated thereunder (including but not limited to the allotment and issue of the conversion shares (the “**New 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 be and is hereby granted a specific mandate to allot and issue the New 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 Amended and Restated Second Amendment Deed (China OEPC) and the transactions contemplated thereunder.”

3. **“THAT**

- (a) the conditional amended and restated second deed of amendment (the “**Amended and Restated Second Amendment Deed (Ms. Hao)**”) dated 22 June 2026 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 Amended and Restated Second 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 (i) the extension of the maturity date from 26 June 2026 to the second (2nd) anniversary of the date of completion of the Amended and Restated Second Amendment Deed (Ms. Hao) (the “**Extended Maturity Date**”); and (ii) the change of the conversion price of the Convertible Notes (Ms. Hao) from HK\$0.22 per Existing Share to be issued and allotted upon conversion of the Convertible Notes (Ms. Hao) to HK\$0.88 per Consolidated Share to be issued and allotted upon conversion of the Convertible Notes (Ms. Hao) from and including the date of the amendments under the Amended and Restated Second Amendment Deed (Ms. Hao) having become effective to and including the Extended Maturity Date; and the transactions contemplated thereunder (including but not limited to the allotment and issue of the conversion shares (the “**New 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 New 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 Amended and Restated Second Amendment Deed (Ms. Hao) and the transactions contemplated thereunder.”

By Order of the Board  
**Green Leader Holdings Group Limited**  
**Tse Michael Nam**  
*Executive Director*

Hong Kong, 25 June 2026

*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. The Company’s register of members will be closed from Tuesday, 7 July 2026 to Friday, 10 July 2026, 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). The record date for attendance and voting at the SGM is Friday, 10 July 2026.
2. All transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 6 July 2026.
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 Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no less than 48 hours before the time appointed for holding the above mentioned meeting (i.e. Wednesday, 8 July 2026 at 10:30 a.m. 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, 10 July 2026 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, 10 July 2026, 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 Monday, 13 July 2026 instead.  
  
Members may call (852) 2889 6289 or visit the Company's website ([www.irasia.com/listco/hk/greenleader](http://www.irasia.com/listco/hk/greenleader)) 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 notice, the executive Directors are Mr. Tse Michael Nam (Chairman and CEO) and Ms. An Juan; and the independent non-executive Directors are Mr. Ho Kin Cheong Kelvin, Mr. Shen Weidong and Mr. Tian Hong.*