THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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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

PROPOSALS FOR
(1) RE-ELECTION OF DIRECTORS; AND
(2) GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES

The notice convening the Company's annual general meeting to be held at Units 2001–2, 20th Floor, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong on Wednesday, 5 August 2020 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 August 2020) or any adjournment thereof at which proposals as set out on pages 17 to 21 of this circular will be considered. A form of proxy for use at the AGM 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 AGM, 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 54, 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 AGM 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.

PRECAUTIONARY MEASURES AND SPECIAL ARRANGEMENTS FOR THE AGM

Considering the outbreak of the COVID-19, certain measures will be implemented at the AGM with a view to addressing the risk to attendees of infection, including, without limitation:

(1) all attendees being required to (a) undergo body temperature screening; and (b) wear surgical masks prior to admission to the AGM venue;
(2) attendees who are subject to health quarantine prescribed by the HKSAR Government not being admitted to the AGM venue;
(3) all attendees being required to wear surgical masks throughout the AGM;
(4) appropriate seating arrangement; and
(5) no distribution of corporate gift or refreshment.

The Company reminds attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances. Furthermore, the Company would like to remind Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising their voting rights and strongly recommends that Shareholders appoint the Chairman of the AGM as their proxy and submit their form of proxy as early as possible. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

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

7 July 2020

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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 Wednesday, 5 August 2020 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 August 2020) to consider and, if thought fit, to approve, among other things, the proposals for (i) re-election of Directors; and (ii) grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate
"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)
"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"	Friday, 3 July 2020, 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

"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
"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(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.

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
Mr. Tse Michael Nam *(Chief Executive Officer)*
Ms. Zhang Tingting

Non-executive Director:
Mr. Chang Che-Fa

Independent non-executive Directors:
Mr. Lam Chi Wai
Mr. Lyu Guoping
Mr. Jin Xuliang

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

Tuesday, 7 July 2020

To the Shareholders

Dear Sirs,

NOTICE OF ANNUAL GENERAL MEETING

PROPOSALS FOR
(1) RE-ELECTION OF DIRECTORS; AND
(2) GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES

INTRODUCTION

The purpose of this circular is to give Shareholders notice of the forthcoming AGM to be held on Wednesday, 5 August 2020 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 August 2020). This circular also provides information regarding resolutions to be proposed at the AGM, inter alia, (i) the re-election of Directors; and (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 2019.

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 Wednesday, 5 August 2020 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 August 2020) or any adjournment thereof at which the above proposals will be considered is set out on pages 17 to 21 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the proposals for (i) re-election of Directors; and (ii) grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate.

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 54, 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.

In accordance with the Bye-laws as mentioned above, each of Mr. Zhang Sanhuo, Ms. Zhang Tingting, Mr. Chang Che-Fa, Mr. Lam Chi Wai, Mr. Lyu Guoping, and Mr. Jin Xuliang shall retire from office at the AGM. Being eligible, each of Mr. Zhang Sanhuo, Ms. Zhang Tingting, Mr. Chang Che-Fa, Mr. Lam Chi Wai, Mr. Lyu Guoping, and Mr. Jin Xuliang 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' 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.

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 10,525,208,084 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 2,105,041,616 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 1,052,520,808 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.

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; and (ii) grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate 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
Tse Michael Nam
Director

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for their 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 10,525,208,084 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 1,052,520,808 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 2019, 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	**Lowest**
	HK$	*HK$*
2019		
August	0.033	0.019
September	0.023	0.019
October	0.032	0.018
November	0.035	0.023
December	0.028	0.024
2020		
January	0.038	0.023
February	0.031	0.025
March	0.029	0.023
April	0.026	0.019
May	0.022	0.011
June	0.012	0.010
July (up to the Latest Practicable Date)	0.011	0.010

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 in 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) 2,978,753,035 (S)	28.86% 28.30%	32.06% 31.45%
China OEPC Limited	Beneficial owner	3,037,374,377 (L) 2,978,753,035 (S)	28.86% 28.30%	32.06% 31.45%
China Huarong (Macau) International Company Limited	Interest of controlled corporation	4,178,753,033 (L)	39.70%	44.11%
China Huarong Asset Management Co., Ltd.	Interest of controlled corporation	4,178,753,033 (L)	39.70%	44.11%

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 Company's executive Director. 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$40,000,000 convertible bonds which are convertible into 1,200,000,000 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 82.08%.

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 80.09%.

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. ZHANG SANHUO ("Mr. ZHANG")

Mr. Zhang, aged 54, joined the Company on 7 June 2013 and now being as an executive Director, graduated from 山西財經大學 (Shanxi University of Finance & Economics*) (formerly known as 山西財經學院 (Shanxi Institute of Finance & Economics*)) with a bachelor's degree in accounting and obtained a master's degree in business administration from 長江商學院 (Cheung Kong Graduate School of Business). He has over 20 years of experience in corporate management in mining, investment, finance and other industries. Mr. Zhang Sanhuo is also the chairman of the board, an executive director, the chief executive officer, the chairman of nomination committee and member of the remuneration committee of PINE Technology Holdings Limited (Hong Kong listed company, Stock Code: 1079).

Mr. Zhang was appointed by way of a letter of appointment with a proposed term of service of two years. However, his appointment is subject to the rotational retirements under the Bye-laws. Mr. Zhang's remuneration is governed by the Bye-laws and he is currently entitled to receive (i) a monthly remuneration of HK$20,000 which is determined by the Board based on the recommendation from the remuneration committee of the Company with reference to, among other matters, his duties and responsibilities, salaries paid by comparable companies, time commitment, employment conditions of other members of the Group; and (ii) a bonus for each financial year which is subject to the discretion of the Board.

Save as disclosed above, Mr. Zhang 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 executive Director and the 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. Zhang does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Zhang through China OEPC Limited beneficially owns 1,885,854,226 ordinary shares and HK$380,000,000 convertible bonds which are convertible into 1,151,515,151 shares; in which 1,827,237,833 ordinary shares and all convertible bonds which are convertible into 1,151,515,151 Shares are in short position. Mr. Zhang have (i) 1,600,000 share options which could subscribe for a total of 1,600,000 ordinary shares of HK$0.10 each in the share capital of the Company; and (ii) held HK$15,000,000 convertible bonds which are convertible into 45,454,545 Shares as family interest.

Save as disclosed above, Mr. Zhang 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*

(2) MS. ZHANG TINGTING ("Ms. Zhang")

Ms. Zhang, aged 35, joined the Company on 2 July 2019 and now being as the executive Director, the member of each of the Company's remuneration committee and nomination committee, holds a bachelor's degree in business administration from Chongqing University of Technology and a postgraduate diploma in project management from China University of Mining and Technology (Beijing). Ms. Zhang currently is the chairman of 山西唐納文化傳媒有限公司 (Shanxi Tangna Culture Media Co., Ltd.*). She served as financial manager of China Everbright Bank, deputy general financial manager of 山西能源產業集團房地產開發有限公司 (Shanxi Energy Industry Group Real Estate Development Co., Ltd.*) and the executive director of 山西澳寶投資諮詢有限公司 (Shanxi Aobao Investment Consulting Co., Ltd.*).

Save as disclosed above, Ms. Zhang 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 executive Director and the member of each of the Company's remuneration committee and nomination committee, she does not hold any other positions with the Company and other members of the Group or other major appointments and professional qualifications. Ms. Zhang does not have any relationship with any Directors, senior management, or substantial or controlling Shareholders.

Ms. Zhang was appointed by way of a letter of appointment with a proposed term of service of two year. Her appointment is subject to the rotational retirements under the Bye-laws. Ms. Zhang's remuneration is governed by the Bye-laws and he is currently entitled to receive a monthly remuneration of HK$70,000 which is determined by the Board based on the recommendation from the Company's remuneration committee with reference to, among other matters, her duties and responsibilities, salary paid by comparable companies, time commitment, employment conditions of other members of the Group.

Save as disclosed above, Ms. Zhang 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. CHANG CHE-FA ("Mr. Chang")

Mr. Chang, aged 76, joined the Company on 12 July 2019 and now being as the non-executive Director, holds a bachelor's degree from the agricultural faculty of Taiwan University. He has over 45 years of extensive operation experience in the development of natural resources in Southeast Asia, covering agriculture, fishery production, bulk trade, energy industry, marine engineering, industrial zone development, etc. He studied in the United States, specializing in plant breeding and large-scale farm development and management. Then he went to Indonesia to engage in agricultural and forestry development and was responsible for the consolidation of sugar mills and ceramics factories. He also participated in the offshore maritime project in Indonesia and continued to build the maritime engineering port in Taiwan. In 1976, he managed farms and forest farms in Thailand and Laos and invested in textile fiber production and corn processing. In 1988, he assisted Taiwan and Vietnam to establish 越盛公司 (Yuesheng Company*) for developing the process export zones, building the container terminals, investing the first 650MW power plant in Vietnam, and expanding the banana industry and cassava processing agricultural products trade. Since 1983, he has been engaged in the trading of bulk agricultural products in China and since 1997, he has promoted the agriculture, fishery and nickel mining industries in Indonesia and Cambodia.

Save as disclosed above, Mr. Chang 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 non-executive Director, he does not hold any other positions with the Company and other members of the Group. Mr. Chang does not have any relationship with any Directors, senior management, or substantial or controlling Shareholders.

Mr. Chang was appointed by way of a letter of appointment with a proposed term of service of two years. His appointment is subject to the rotational retirements under the Bye-laws. Mr. Chang'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. Chang 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*

(4) LAM, CHI WAI ("Mr. Lam")

Mr. Lam, aged 53, joined the Company on 10 January 2020 and now being as the independent non-executive Director, the chairman of each of the Company's audit committee and remuneration committee and also the member of the Company's nomination committee, holds a degree in Law from the Peking University and a master degree in accounting from the Jinan University in PRC. He is an accountant and a certified taxation adviser. Mr. Lam has been the managing partner of a firm of certified public accountants in Hong Kong since 1996. He was the independent non-executive director of Youth Champ Financial Group Holdings Limited (a Hong Kong listed company, stock code: 1160, formerly known as "Grand Investment International Ltd.") from 2 September 2013 to 16 June 2017. Mr. Lam is a member and a practicing member of the Hong Kong Institute of Certified Public Accountants, a fellow member of The Association of Chartered Certified Accountants, a member of The Society of Chinese Accountants and Auditors and a fellow member of the Taxation Institute of Hong Kong. He has over 20 years' experience in auditing, finance, taxation and accounting.

Save as disclosed above, Mr. Lam 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 each of the Company's audit committee and remuneration committee and also the member of the Company's nomination committee, he does not hold any other positions with the Company and other members of the Group. Mr. Lam does not have any relationship with any Directors, senior management, or substantial or controlling Shareholders.

Mr. Lam was appointed by way of a letter of appointment with a proposed term of service of two years. His appointment is subject to the rotational retirements under the Bye-laws. Mr. Lam'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. Lam 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.

(5) MR. LYU GUOPING ("Mr. Lyu")

Mr. Lyu, aged 55, joined the Company on 12 July 2019 and now being as the independent non-executive Director, the member of each of the Company's audit committee, remuneration committee and nomination committee, holds a bachelor's degree in geology from China University of Geosciences and a doctorate in economics from Nankai University. Since 2013, Mr. Lyu has served as the chief executive officer of International Standard Resources Holdings Limited (Hong Kong listed company, Stock Code: 00091), a vice executive president of 香港江西社團(聯誼)總會 (the Hong Kong Jiangxi Society (Entertainment) Association*), a honorary president of 香港江西九江聯會 (the Hong Kong Jiangxi Jiujiang Federation*) and an executive director of 九江企業家香港聯合會 (Jiujiang Entrepreneur Hong Kong Federation*). He has over 25 years of experience in administration, international business, law and policy, corporate management, geology and mineral exploration, jewelry and gems, asset acquisition, energy exploration, journalism and natural resources management. He has held leadership positions in the central national government for many years and has also served as deputy general manager of China Resources Coal Holdings Corporation Limited.

Save as disclosed above, Mr. Lyu 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 member of each of the Company's audit committee, remuneration committee and nomination committee, he does not hold any other positions with the Company and other members of the Group. Mr. Lyu does not have any relationship with any Directors, senior management, or substantial or controlling Shareholders.

Mr. Lyu was appointed by way of a letter of appointment with a proposed term of service of two years. His appointment is subject to the rotational retirements under the Bye-laws. Mr. Lyu'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. Lyu 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.

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(6) MR. JIN XULIANG ("Mr. Jin")

Mr. Jin, aged 41, joined the Company on 20 August 2019 now being as the independent non-executive Director, the chairman of the Company's risk management committee and also the member of each of the Company's audit committee, remuneration committee and nomination committee, holds a master degree in business administration from Shanxi University of Finance and Economics. He has been engaged in coal trading since 2006 and has many years of experience in coal trading industry. He served as the deputy manager of 山西煤炭進出口集團太原公司 (Shanxi Coal Import and Export Group Co., Ltd. Taiyuan Branch*), deputy officer of 山煤集團調運中心 (Shanxi Coal Group Transportation Center*), deputy manager of 山煤煤炭進出口有限責任公司 (Shanxi Coal Import and Export Co., Ltd.*) and deputy general manager of 山煤國際能源股份有限公司 (Shanmei International Energy Co., Ltd.*).

Save as disclosed above, Mr. Jin 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 also the member of each of the Company's audit committee, remuneration committee and nomination committee, he does not hold any other positions with the Company and other members of the Group. Mr. Jin does not have any relationship with any Directors, senior management, or substantial or controlling Shareholders.

Mr. Jin was appointed by way of a letter of appointment with a proposed term of service of two years. His appointment is subject to the rotational retirements under the Bye-laws. Mr. Jin'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. Jin 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. Zhang, Ms. Zhang, Mr. Chang, Mr. Lam, Mr. Lyu and Mr. Jin 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.

* *For identification purposes only*

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 Wednesday, 5 August 2020 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 August 2020) 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 2019;

2. (a) to re-elect Mr. Zhang Sanhuo as executive Director;

   (b) to re-elect Ms. Zhang Tingting as executive Director;

   (c) to re-elect Mr. Chang Che-Fa as non-executive Director;

   (d) to re-elect Mr. Lam Chi Wai as independent non-executive Director;

   (e) to re-elect Mr. Lyu Guoping as independent non-executive Director;

   (f) to re-elect Mr. Jin Xuliang as independent non-executive Director; and

   (g) 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;

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

(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)."

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."

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

Hong Kong, 7 July 2020

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

Notes:

1. The Company's register of members will be closed from Friday, 31 July 2020 to Wednesday, 5 August 2020, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 30 July 2020.

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 54, 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 Monday, 3 August 2020 (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. Zhang Sanhuo, Ms. Zhang Tingting, Mr. Chang Che-Fa, Mr. Lam Chi Wai, Mr. Lyu Guoping and Mr. Jin Xuliang 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 7 July 2020 (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.

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 Wednesday, 5 August 2020 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 Wednesday, 5 August 2020, 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 August 2020 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.