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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**”) will be held at 701–702, One Lyndhurst Tower, No. 1 Lyndhurst Terrace, Central, Hong Kong on Wednesday, 7 April 2021 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolutions as special resolutions of the Company:

SPECIAL RESOLUTIONS

1. “**THAT** subject to and conditional upon the granting by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation (as defined below), the Capital Reorganisation (as defined below) be effected with effect from 9:00 a.m. (Hong Kong time) on the second business day immediately following the date on which this resolution is passed or the above conditions are fulfilled (whichever is the later) by way of:
 - (a) a reduction (the “**Capital Reduction**”) of the issued share capital of the Company through a cancellation of the paid-up capital of the Company to the extent of HK\$0.199 on each of the issued shares of par value of HK\$0.20 each in the share capital of the Company (the “**Existing Shares**”) so that the nominal value of each issued Existing Share will be reduced from HK\$0.20 to HK\$0.001 (each such reduced share, a “**New Share**”);

- (b) a subdivision of each authorised but unissued Existing Share of HK\$0.20 (which shall include the authorised but unissued share capital resulting from Capital Reduction) into two hundred (200) New Shares of HK\$0.001 each (the “**Share Subdivision**”, together with the Capital Reduction as the “**Capital Reorganisation**”);
- (c) the transfer of the credit arising from the Capital Reduction to the contributed surplus account of the Company and the directors of the Company (the “**Directors**”) be authorised to apply the contributed surplus in such manner as they consider appropriate; and
- (d) the Capital Reorganisation and the transactions contemplated thereunder be and are hereby approved and any one Director be and is hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as he may consider necessary or expedient to give effect to or in connection with the implementation of the Capital Reorganisation and the transactions contemplated thereunder.”

2. “**THAT:**

- (a) subject to compliance with section 46(2) of the Companies Act 1981 of Bermuda and with effect immediately upon passing of this special resolution, the entire amount standing to the credit of the share premium account of the Company be cancelled (the “**Share Premium Cancellation**”) and the Directors be and are hereby authorised to transfer the credit arising from the Share Premium Cancellation to the contributed surplus account of the Company; and
- (b) the Directors be and are hereby authorised to do all such acts and things and execute all documents which they consider necessary, desirable or expedient for the implementation of and giving effect of the Share Premium Cancellation and the transactions contemplated thereunder.”

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

Hong Kong, 3 March 2021

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. Any Shareholder entitled to attend and vote at the SGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a Shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the SGM and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint Shareholders any one of such joint Shareholder may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint Shareholders be present at the SGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholders, and for this purpose seniority shall be determined by the order in which the names stand in the register of shareholders of the Company in respect of the joint holding.
5. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the office of the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and, in any event, so as to be received no later than Monday, 5 April 2021 at 11:00 a.m. (Hong Kong time). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting thereof should you so wish.
6. For the purpose of determining Shareholders' entitlements to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, 30 March 2021 to Wednesday, 7 April 2021, both dates inclusive, during which period no transfer of Shares will be registered. The record date for determination of entitlements of the Shareholders to attend and vote at the SGM will be on Wednesday, 7 April 2021. 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 Monday, 29 March 2021.