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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)

INSIDE INFORMATION

This announcement is made by Green Leader Holdings Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company would like to inform the shareholders of the Company that on 19 January 2024, Shanxi Ruiying Investment and Management Co., Ltd* (山西瑞盈投資管理有限公司) (“**Shanxi Ruiying**”), Shanxi Changtong Energy Share Co., Ltd* (山西昌通能源股份有限公司) (“**Shanxi Changtong**”) and Taiyuan Zhituo Investment Consultant Co., Ltd* (太原市智拓投資顧問有限公司) (“**Taiyuan Zhituo**”), each being an indirect wholly-owned subsidiary of the Company, issued an undertaking (the “**Undertaking**”), in relation to Shanxi Coal Transportation and Marketing Group Energy Investment Development Company Limited* (山西煤炭運銷集團能源投資開發有限公司) (“**Shanxi Coal Group**”) in favour of Xishan Meidian (as defined below).

Since the acquisition of Shanxi Coal Group on 7 June 2013, Shanxi Ruiying, Shanxi Changtong and Taiyuan Zhituo has collectively held 49% of the equity interest in Shanxi Coal Group in the proportions of 26%, 15% and 8% respectively. The remaining 51% of the equity interest in Shanxi Coal Group was held (i) as to 41% by Jinneng Holding Group Limited* (晉能控股集團有限公司) (“**Jinneng**”); and (ii) as to 10% by Shanxi Energy Industry Group Company Limited* (山西能源產業集團有限責任公司) (“**Shanxi Energy**”). Prior to the issuance of the Undertaking, the board of directors of Shanxi Coal Group (the “**Shanxi Coal Group Board**”) consisted of 9 directors, 5 of whom were appointed by Shanxi Ruiying, Shanxi Changtong and Taiyuan Zhituo and 4 of whom were appointed by Jinneng and Shanxi Energy. As such, Shanxi Ruiying, Shanxi Changtong and Taiyuan Zhituo collectively had control over the Shanxi Coal Group Board prior to the issuance of the Undertaking and the financial results of Shanxi Coal Group were consolidated into the financial statements of the Group. Shanxi Coal Group is principally engaged in coal exploration and development, sales of coking coal and other coal products and provision of coal related services.

* For identification purpose only

As a result of the reorganisation of the structure of Shanxi Coal Group following the publication of the Notice on Promoting the Reorganisation of Coal Mine Assets of Shanxi Coking Coal Group Limited and Jinneng Holding Group Limited* (關於推進山西焦煤集團有限責任公司、晉能控股集團有限公司煤礦資產重組的通知) by Shanxi State-owned Capital Operation Company Limited* (山西省國有資本運營有限公司), on 19 January 2024, Jinneng transferred its 41% equity interest in Shanxi Coal Group (including its rights to appoint directors of Shanxi Coal Group) to Shanxi Coking Coal Group Coal Management Company Limited* (山西焦煤集團煤業管理有限公司) (“**Shanxi Coking**”) and such equity interest is managed by its subsidiary, Xishan Meidian (Group) Company Limited* (西山煤電(集團)有限責任公司) (“**Xishan Meidian**”). As at the date of this announcement, the filing procedures in the PRC for the registration of Shanxi Coking as a 41% shareholder of Shanxi Coal Group are still in progress. Each of Jinneng, Shanxi Coking, Xishan Meidian and Shanxi Energy are state-owned enterprises of the People’s Republic of China (the “**PRC**”).

As a result of the reorganization and/or pursuant to the relevant governmental policies, Shanxi Ruiying, Shanxi Changtong and Taiyuan Zhituo have collectively issued the Undertaking in favour of Xishan Meidian setting out the following:

- (i) in accordance with the request of Shanxi Coking for “Six Unified” sales management, in respect of the commodity coal from the production mines belonging to Shanxi Coal Group, an arrangement of unified contracts, unified plans, unified transfers, unified settlement, unified clearance and unified management on a coal coking online platform shall be implemented;
- (ii) in accordance with a letter issued by Shanxi Coking in June 2021 and in compliance with the policy of “Three Real Management” of the Shanxi Provincial Government* (山西省政府) of the PRC which requires that major coal groups in Shanxi province, the PRC, including Shanxi Coal Group, must verify its status of having real investment, real holding and real management, the 2 directors additionally appointed onto the Shanxi Coal Group Board by Shanxi Ruiying and Shanxi Changtong pursuant to a resolution of the shareholders of Shanxi Energy in 2009 shall abstain from exercising their voting rights at the meetings of the Shanxi Coal Group Board; and
- (iii) in order to implement the requirements of the Notice of the Organisation Department of the CPC Central Committee and the Party Committee of the State Council’s SASAC on Solidly Promoting the Requirements of Party Building Work of State-owned Enterprises to be Written into the Company’s Articles of Association* (中共中央組織部國務院國資委黨委關於扎實推動國有企業黨建工作要求寫入公司章程的通知), and other policy requirements of the Provincial Party Committee Organisation Department* (省委組織部) and the Provincial State-owned Assets Supervision and Administration Commission Party Committee* (省國資委黨委) of Shanxi province, the PRC, and to further specify and implement the Chinese Communist Party’s organisation in the corporate governance structure of Shanxi Coal Group, the parties agree to delineate the relevant Chinese Communist Party building work requirements into the articles of association of Shanxi Coal Group.

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Subject to confirmation from the auditors of the Company, as Shanxi Ruiying, Shanxi Changtong and Taiyuan Zhituo will no longer collectively have control over the Shanxi Coal Group Board after the issuance of the Undertaking, the financial results of Shanxi Coal Group may no longer be consolidated into the financial statements of the Group as from the date of the issuance of the Undertaking.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 19 January 2024

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.