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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)

(1) PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE; AND (2) UPDATE ON CONNECTED TRANSACTIONS IN RELATION TO PROPOSED EXTENSION OF MATURITY DATE OF CONVERTIBLE NOTES

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every four (4) issued and unissued Existing Shares of par value HK$0.001 each will be consolidated into one (1) Consolidated Share of par value HK$0.004 each. The Share Consolidation is conditional upon, among other things, the approval of the Shareholders at the SGM.

As at the date of this announcement, there are 526,260,404 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further Shares will be issued or repurchased from the date of this announcement up to the effective date of the Share Consolidation, upon the Share Consolidation becoming effective, there will be 131,565,101 Consolidated Shares in issue which are fully paid or credited as fully paid.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the date of this announcement, the Existing Shares were traded on the Stock Exchange in the board lot size of 20,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 20,000 Existing Shares to 10,000 Consolidated Shares subject to and upon the Share Consolidation becoming effective.

Based on the closing price of HK$0.061 per Existing Share (equivalent to HK$0.244 per Consolidated Share) as quoted on the Stock Exchange as at the date of this announcement, (i) the market value of each board lot of 20,000 Existing Shares is HK$1,220; and (ii) the market value of each board lot of 10,000 Consolidated Shares, assuming the Share Consolidation had become effective, would be HK$2,440.

FURTHER AMENDMENTS TO THE CONVERTIBLE NOTES AND AMENDED AND RESTATED SECOND AMENDMENT DEEDS

Reference is made to the announcement of the Company dated 14 May 2026 in relation to the entering into of the Second Amendment Deeds on even date in relation to the extension of the maturity date from 26 June 2026 to the date falling on the second (2nd) anniversary of the date of completion of the Second Amendment Deeds.

As a result of the proposed Share Consolidation, on 22 June 2026 (after trading hours of the Stock Exchange), the Company, China OEPC and Ms. Hao entered into the Amended and Restated Second Amendment Deeds, which will supersede the Second Amendment Deeds with effect from 22 June 2026. Pursuant to the Amended and Restated Second Amendment Deeds, in addition to the extension of the maturity date of the Convertible Notes from 26 June 2026 to the CN Extended Maturity Date (i.e. the date falling on the second (2nd) anniversary of the date of Completion), the Conversion Price of the Convertible Notes will also be changed from HK$0.22 per Conversion Share to HK$0.88 per New Conversion Share from and including the date of the Amendments under the Amended and Restated Second Amendment Deeds having become effective to and including the CN Extended Maturity Date.

SGM

The SGM will be convened and held for the Shareholders to consider, and if thought fit, approve the Share Consolidation and the transactions contemplated thereunder as well as for the Independent Shareholders to consider, and if thought fit, approve the Amended and Restated Second Amendment Deeds and the transactions contemplated thereunder (including the grant of the Specific Mandate).

GENERAL

A circular containing, among other things, (i) the Share Consolidation; (ii) the Change in Board Lot Size; (iii) further details of the Amendments; (iv) a letter of advice from the Independent Board Committee to the Independent Shareholders in respect of the Amended and Restated Second Amendment Deeds and the transactions contemplated thereunder; (v) a letter of recommendation from the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Amended and Restated Second Amendment Deeds and the transactions contemplated thereunder; and (vi) a notice convening the SGM, will be despatched to the Shareholders on or before Thursday, 25 June 2026 in accordance with the Listing Rules.

Shareholders and potential investors of the Company should note that (1) the Share Consolidation is conditional upon the fulfilment of certain conditions set out in this announcement and the Change in Board Lot Size is conditional upon the Share Consolidation becoming effective; and (2) the Amendments is subject to the fulfilment of the conditions precedent under the Amended and Restated Second Amendment Deeds. Therefore, the Share Consolidation, the Change in Board Lot Size and the Amended and Restated Second Amendment Deeds may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If they are in doubt, they should consult their professional advisers.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every four (4) issued and unissued Existing Shares of par value HK$0.001 each will be consolidated into one (1) Consolidated Share of par value HK$0.004 each. The Share Consolidation is conditional upon, among other things, the approval of the Shareholders at the SGM.

Effects of the Share Consolidation

As at the date of this announcement, the authorised share capital of the Company is HK$2,000,000,000 divided into 2,000,000,000,000 Existing Shares of par value HK$0.001 each, of which 526,260,404 Existing Shares have been issued and are fully paid or credited as fully paid. Upon the Share Consolidation becoming effective and assuming that no new Existing Shares will be issued or repurchased from the date of this announcement until the effective date of the Share Consolidation, the authorised share capital of the Company will become HK$2,000,000,000 divided into 500,000,000,000 Consolidated Shares of par value HK$0.004 each, of which 131,565,101 Consolidated Shares will be in issue which are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will have no effect on the consolidated net asset value of the Group, nor alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save that any fractional Consolidated Shares will not be allocated to Shareholders who may otherwise be entitled and the necessary professional expenses for the implementation of the Share Consolidation.

The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Group and that on the date the Share Consolidation is to be effected, there are no reasonable grounds for believing that the Company is, or after the Share Consolidation would be, unable to pay its liabilities as they become due. The Share Consolidation will not involve any diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any unpaid capital of the Company nor will it result in any change in the relative rights of the Shareholders.

Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

(i) the passing of an ordinary resolution by the Shareholders at the SGM to approve the Share Consolidation;

(ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and

(iii) the compliance with the relevant procedures and requirements under the laws of Bermuda (where applicable) and the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Share Consolidation, if any.

As at the date of this announcement, none of the conditions above had been fulfilled. Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Tuesday, 14 July 2026, being the second Business Day after the date of the SGM.

Listing Application

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of HKSCC and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time when the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Adjustments in relation to other securities of the Company

As at the date of this announcement, there are 1,000,000 Share Options outstanding and the total number of Shares available for issue under the Share Option Scheme is 1,000,000 Shares. No further Share Options can be granted under the Share Option Scheme which had expired on 27 May 2025. The Directors will determine, according to the rules of the Share Option Scheme, the adjustments (if any) required to be made in respect of the outstanding Share Options as a result of the Share Consolidation. As at the date of this announcement, save for the outstanding Share Options and the Convertible Notes, the Company does not have any other derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into any Shares.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the date of this announcement, the Existing Shares were traded on the Stock Exchange in the board lot size of 20,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 20,000 Existing Shares to 10,000 Consolidated Shares subject to and upon the Share Consolidation becoming effective.

Based on the closing price of HK$0.061 per Existing Share (equivalent to HK$0.244 per Consolidated Share) as quoted on the Stock Exchange as at the date of this announcement, (i) the market value of each board lot of 20,000 Existing Shares is HK$1,220; and (ii) the market value of each board lot of 10,000 Consolidated Shares, assuming the Share Consolidation had become effective, would be HK$2,440.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots, if any, of the Consolidated Shares arising from the Share Consolidation, the Company will appoint a securities firm to provide odd lot matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Details of the odd lot arrangement will be set out in the circular to be despatched to the Shareholders.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Free exchange of share certificates for Consolidated Shares

Subject to the Share Consolidation becoming effective, which is currently expected to be Tuesday, 14 July 2026, being the second Business Day immediately after the date of the SGM, Shareholders may on or after Tuesday, 14 July 2026 and until Wednesday, 19 August 2026 (both days inclusive), submit their existing share certificates in blue colour for the Existing Shares to the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for exchange for new share certificates on the basis of every four (4) Existing Shares for one (1) Consolidated Share without any fractional Consolidated Share, in red colour for the Consolidated Shares at the expense of the Company. It is expected that the new share certificates for the Consolidated Shares will be available for collection within ten (10) Business Days after the submission of the existing share certificates to the Registrar for exchange. Thereafter, a fee of HK$2.50 (or such other amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the Registrar for each share certificate for the Consolidated Shares issued or each share certificate for the Existing Shares submitted for cancellation, whichever is higher.

After 4:10 p.m. on Monday, 17 August 2026, trading will only be in Consolidated Shares which share certificates will be issued in red colour. Existing share certificates in blue colour for the Existing Shares will cease to be valid for trading, settlement and registration purpose, but will remain valid and effective as documents of title.

REASONS FOR THE PROPOSED SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK$0.01 or HK$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. Further, the "Guide on Trading Arrangements for Selected Types of Corporate Actions" issued by Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated in September 2024 (the "**Guide**") states that (i) market price of the shares at a level less than HK$0.10 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value per board lot should be greater than HK$2,000.

In view of the prevailing trading prices of the Existing Shares, the Board proposes to implement the Share Consolidation and the Change in Board Lot Size. It is expected that the proposed Share Consolidation would bring about a corresponding upward adjustment in the trading price of the Consolidated Shares on the Stock Exchange. As a result, the proposed Share Consolidation and the proposed Change in Board Lot Size would enable the Company to comply with the trading requirements under the Listing Rules. Based on the closing price of HK$0.061 per Existing Share (equivalent to HK$0.244 per Consolidated Share) as quoted on the Stock Exchange as at the date of this announcement, the expected market value of each board lot of 10,000 Consolidated Shares, assuming the Share Consolidation had become effective, would be HK$2,440 as compared to HK$1,220 of the original board lot of 20,000 Existing Shares, and is greater than HK$2,000 and therefore complies with the requirement as set out in the Guide.

Save for the relevant expenses, including but not limited to professional fees and printing charges to be incurred by the Company, the implementation of the Share Consolidation will have no effect on the consolidated net asset value of the Group, nor alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interests of the Shareholders. In view of the above, the Board considers that the Share Consolidation is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

As at the date of this announcement, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and the Company does not have any concrete plan to conduct any fund raising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

EXPECTED TIMETABLE

Set out below is the expected timetable for the Share Consolidation and the Change in Board Lot Size. The expected timetable is subject to the results of the SGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this announcement refer to Hong Kong local times and dates.

Despatch date of circular, proxy form with notice of SGM	on or before Thursday, 25 June 2026
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the SGM	4:30 p.m. on Monday, 6 July 2026
Closure of the register of members for determining the entitlements to attend and vote at the SGM	Tuesday, 7 July 2026 to Friday, 10 July 2026 (both days inclusive)
Latest time for lodging forms of proxy for the SGM	10:30 a.m. on Wednesday, 8 July 2026
Record date for the SGM	Friday, 10 July 2026
Date and time of the SGM	10:30 a.m. on Friday, 10 July 2026
Publication of the announcement of the poll results of the SGM	Friday, 10 July 2026

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation as set out in this announcement.

Effective date of the Share Consolidation	Tuesday, 14 July 2026
First day of free exchange of existing share certificates for new share certificates for Consolidated Shares	Tuesday, 14 July 2026
Dealing in the Consolidated Shares commences	9:00 a.m. on Tuesday, 14 July 2026

Original counter for trading in the Existing Shares in board lots of 20,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Tuesday, 14 July 2026
Temporary counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Tuesday, 14 July 2026
Original counter for trading in the Consolidated Shares in new board lots of 10,000 Consolidated Shares (in the form of new share certificates for the Consolidated Shares) re-opens	9:00 a.m. on Tuesday, 28 July 2026
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences	9:00 a.m. on Tuesday, 28 July 2026
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Tuesday, 28 July 2026
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:00 p.m. on Monday, 17 August 2026
Temporary counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Monday, 17 August 2026
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) ends	4:10 p.m. on Monday, 17 August 2026
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	Wednesday, 19 August 2026

FURTHER AMENDMENTS TO THE CONVERTIBLE NOTES

Reference is made to the announcement of the Company dated 14 May 2026 in relation to the entering into of the Second Amendment Deeds on even date in relation to the extension of the maturity date from 26 June 2026 to the date falling on the second (2nd) anniversary of the date of completion of the Second Amendment Deeds.

AMENDED AND RESTATED SECOND AMENDMENT DEEDS

As a result of the proposed Share Consolidation, on 22 June 2026 (after trading hours of the Stock Exchange), the Company, China OEPC and Ms. Hao entered into the Amended and Restated Second Amendment Deeds, which will supersede the Second Amendment Deeds with effect from 22 June 2026.

Pursuant to the Amended and Restated Second Amendment Deeds, in addition to the extension of the maturity date of the Convertible Notes from 26 June 2026 to the CN Extended Maturity Date (i.e. the date falling on the second (2nd) anniversary of the date of Completion), the Conversion Price of the Convertible Notes will also be changed from HK$0.22 per Conversion Share to HK$0.88 per New Conversion Share from and including the date of the Amendments under the Amended and Restated Second Amendment Deeds having become effective to and including the CN Extended Maturity Date (collectively, the "**Amendments**").

An application will be made by the Company to the Stock Exchange for the approval of the Amendments pursuant to Rule 28.05 of the Listing Rules.

The principal terms of the Amended and Restated Second Amendment Deeds are summarized below:

Date: 22 June 2026

Parties:
(i) The Company;

(ii) China OEPC; and

(iii) Ms. Hao

Conditions precedent

The amendments as set out in the Amended and Restated Second Amendment Deeds shall be conditional upon and subject to:

(a) the Share Consolidation having become effective;

(b) the Stock Exchange having approved the Amendments as contemplated by the Amended and Restated Second Amendment Deeds;

(c) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the New CN Conversion Shares to be allotted and issued upon exercise of the conversion rights attached to the Convertible Notes as amended and supplemented by the Amended and Restated Second Amendment Deeds;

(d) the passing by the Independent Shareholders of relevant resolution(s) at the SGM in compliance with the requirements of the Listing Rules approving the Amended and Restated Second Amendment Deeds and the transactions contemplated thereunder and the Specific Mandate;

(e) all necessary consents and approvals required to be obtained on the part of the Company in respect of the Amended and Restated Second Amendment Deeds and the transactions contemplated thereunder having been obtained; and

(f) all necessary consents and approvals required to be obtained on the part of the Noteholders in respect of the Amended and Restated Second Amendment Deeds and the transactions contemplated thereunder having been obtained.

The conditions precedent set out above are incapable of being waived. If any of the above conditions are not fulfilled on or before the Long Stop Date, then the Amended and Restated Second Amendment Deeds will automatically cease and terminate and the parties thereto shall be released from all obligations and liabilities thereunder, if any, save for the liabilities for any antecedent breaches.

Principal terms of the Convertible Notes immediately after the CN Extensions

All the terms of the Convertible Notes shall remain unchanged save as revised by the Amendments, which are summarised below:

Maturity Date:	The Convertible Notes shall mature on the second (2nd) anniversary of the date of Completion.
Conversion Price:	The Convertible Notes shall be converted at the Conversion Price. The initial Conversion Price for the Convertible Notes shall be equal to HK$0.22 per Conversion Share from and including the date of issue of the Convertible Notes to and including the date immediately prior to the date of the Amendments under the Amended and Restated Second Amendment Deeds having become effective, and HK$0.88 per New Conversion Share from and including the date of Completion to and including the CN Extended Maturity Date (subject to adjustments).

Conversion Shares and New Conversion Shares

Based on the aggregate outstanding principal amount of the Convertible Notes of HK$395,000,000, a maximum number of 448,863,636 New Conversion Shares at the initial Conversion Price of HK$0.88 per New Conversion Share (equivalent to HK$0.22 per Conversion Share) will be allotted and issued upon exercise of the conversion rights attached to the Convertible Notes in full, which represent: (i) approximately 341.17% of the issued share capital of the Company (as adjusted for the effect of the Share Consolidation) as at the date of this announcement; and (ii) approximately 77.33% of the issued share capital of the Company (as adjusted for the effect of the Share Consolidation) as to be enlarged by the allotment and issue of the New Conversion Shares to be allotted and issued upon the exercise of the conversion rights attaching to the Convertible Notes in full and after the Share Consolidation becoming effective.

Conversion Price

The initial Conversion Price of HK$0.88 per New Conversion Share (equivalent to HK$0.22 per Conversion Share) would represent:

(i) a premium of approximately 260.66% over the theoretical closing price of HK$0.244 per Consolidated Share (as adjusted for the effect of the Share Consolidation based on the closing price of HK$0.061 per Existing Share) as quoted on the Stock Exchange on 22 June 2026, being the date of the Amended and Restated Second Amendment Deeds; and

(ii) a premium of approximately 235.37% over the average of the theoretical closing prices of the Consolidated Share (as adjusted for the effect of the Share Consolidation) as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately prior to 22 June 2026 of HK$0.2624 per Consolidated Share (equivalent to HK$0.0656 per Existing Share).

For the avoidance of doubt, the Company and the Noteholders agree that no further adjustment to the initial Conversion Price will be made pursuant to the Share Consolidation having become effective.

Mandate to issue the New Conversion Shares

The New Conversion Shares will be allotted and issued pursuant to the Specific Mandate to be sought from the Independent Shareholders at the SGM.

REASONS AND BENEFITS FOR THE AMENDED AND RESTATED SECOND AMENDMENT DEEDS

The Group is principally engaged in (i) the development of cassava cultivation and deep processing business for the related ecological cycle industry chain; (ii) coal processing, coal mixing, sales of coal products and provision of coal related services; and (iii) the sales of information technology products and provision of system integration services, technology services, software development and solution services.

In addition to the reasons set out in the announcement of the Company dated 14 May 2026, the proposed amendments to the initial Conversion Price, as set out in the Amended and Restated Second Amendment Deeds, were made as a result of the Share Consolidation.

Based on the above, the Board (excluding the independent non-executive Directors whose views will be given after taking into account the advice from the independent financial adviser) considers that although the entering into of the Amended and Restated Second Amendment Deeds are not in the ordinary and usual course of business of the Group, the Amended and Restated Second Amendment Deeds are entered into upon normal commercial terms following arm's length negotiations between the Company and the Noteholders and that the terms and conditions of the Amended and Restated Second Amendment Deeds are fair and reasonable so far as the Independent Shareholders are concerned and are in the interests of the Company and the Shareholders as a whole.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after completion of the Share Consolidation but prior to full conversion of the Convertible Notes at the Conversion Price; (iii) immediately after the allotment and issue of the New Conversion Shares upon full conversion of the Convertible Notes at the initial Conversion Price (assuming that there are no other changes to the issued share capital of the Company from the date of this announcement and prior to conversion); and (iv) immediately after the allotment and issue of the New Conversion Shares upon conversion of the Convertible Notes at the initial Conversion Price to the extent that China OEPC and Ms. Hao will hold 29.99% of the enlarged issued share capital of the Company (assuming that there are no other changes to the issued share capital of the Company from the date of this announcement and prior to conversion).

Shareholders	(i) as at the date of this announcement		(ii) immediately after completion of the Share Consolidation but prior to full conversion of the Convertible Notes at the Conversion Price		(iii) immediately after the allotment and issue of the New Conversion Shares upon full conversion of the Convertible Notes at the initial Conversion Price (assuming that there are no other changes to the issued share capital of the Company from the date of this announcement and prior to conversion) *(Note 3)*		(iv) immediately after the allotment and issue of the New Conversion Shares upon conversion of the Convertible Notes at the initial Conversion Price to the extent that China OEPC and Ms. Hao will hold 29.99% of the enlarged issued share capital of the Company (assuming that there are no other changes to the issued share capital of the Company from the date of this announcement and prior to conversion)	
	Number of Shares	*Approximate percentage*	*Number of Shares*	*Approximate percentage*	*Number of Shares*	*Approximate percentage*	*Number of Shares*	*Approximate percentage*
China OEPC *(Note 1)*	94,292,961	17.92%	23,573,240	17.92%	455,391,422	78.46%	46,260,190	29.99%
Ms. Hao *(Note 2)*	–	–	–	–	17,045,454	2.94%	–	–
Other Shareholders	431,967,443	82.08%	107,991,861	82.08%	107,991,861	18.60%	107,991,861	70.01%
	526,260,404	100%	131,565,101	100%	580,428,737	100%	154,252,051	100%

Notes:

1. China OEPC beneficially owns 94,292,961 Shares in which 91,361,894 Shares have been pledged and the Convertible Notes in the principal amount of HK$380,000,000 have been pledged. China OEPC is beneficially owned by Best Growth Enterprises Limited. Best Growth Enterprises Limited is beneficially owned by Mr. Zhang. By virtue of the SFO, Mr. Zhang and Best Growth Enterprises Limited are deemed to be interested in those Shares and derivative interest held by China OEPC.

2. Ms. Hao is the spouse of Mr. Zhang, holding the Convertible Notes in the principal amount of HK$15,000,000. By virtue of the SFO, Ms. Hao is also deemed to be interested in the Shares and derivative interest held by China OEPC.

3. This is for illustrative purpose only as there are restrictions under the terms of the Convertible Notes that prohibit any conversion which will trigger a mandatory offer obligation under Rule 26 of the Takeovers Code or will cause the public float of the Shares to be less than 25% (or any given percentage under the Listing Rules).

SGM

The SGM will be convened and held for the Shareholders to consider, and if thought fit, approve the Share Consolidation and the transactions contemplated thereunder as well as for the Independent Shareholders to consider, and if thought fit, approve the Amended and Restated Second Amendment Deeds and the transactions contemplated thereunder (including the grant of the Specific Mandate).

GENERAL

A circular containing, among other things, (i) the Share Consolidation; (ii) the Change in Board Lot Size; (iii) further details of the Amendments; (iv) a letter of advice from the Independent Board Committee to the Independent Shareholders in respect of the Amended and Restated Second Amendment Deeds and the transactions contemplated thereunder; (v) a letter of recommendation from the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Amended and Restated Second Amendment Deeds and the transactions contemplated thereunder; and (vi) a notice convening the SGM, will be despatched to the Shareholders on or before Thursday, 25 June 2026 in accordance with the Listing Rules.

Shareholders and potential investors of the Company should note that (1) the Share Consolidation is conditional upon the fulfilment of certain conditions set out in this announcement and the Change in Board Lot Size is conditional upon the Share Consolidation becoming effective; and (2) the Amendments is subject to the fulfilment of the conditions precedent under the Amended and Restated Second Amendment Deeds. Therefore, the Share Consolidation, the Change in Board Lot Size and the Amended and Restated Second Amendment Deeds may or may not proceed.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If they are in doubt, they should consult their professional advisers.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

"Amended and Restated Second Amendment Deeds"	the amended and restated second deed of amendments dated 22 June 2026 and entered into between the Company and China OEPC, and between the Company and Ms. Hao in relation to the Amendments
"Business Day"	a day (other than a Saturday, Sunday and public holiday) on which licensed banks in Hong Kong are open for business throughout their normal business hours
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Change in Board Lot Size"	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 20,000 Existing Shares to 10,000 Consolidated Shares subject to and upon the Share Consolidation becoming effective
"Completion"	completion of the Amended and Restated Second Amendment Deeds in accordance with the terms and conditions thereof
"Consolidated Share(s)"	ordinary share(s) of par value HK$0.004 each in the share capital of the Company after the Share Consolidation becoming effective
"Conversion Price"	the conversion price per Conversion Share or New Conversion Share (as the case may be and subject to adjustments) of the Convertible Notes
"Conversion Share(s)"	the Existing Share(s) to be allotted and issued upon conversion of the Convertible Notes or otherwise pursuant to the terms and conditions of the Convertible Notes
"Existing Share(s)"	ordinary share(s) of par value HK$0.001 each in the share capital of the Company before the Share Consolidation becoming effective

"HKSCC"	Hong Kong Securities Clearing Company Limited
"HKSCC Operational Procedures"	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
"Long Stop Date"	13 August 2026 or such other date as may be agreed by the Company and the Noteholders
"New Conversion Share(s)"	the Consolidated Shares to be issued and allotted upon conversion of the Convertible Notes as amended by the Amended and Restated Second Amendment Deeds
"Registrar"	Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, the Company's branch share registrar and transfer office in Hong Kong
"SGM"	the special general meeting of the Company to be convened and held for the Shareholders to consider, and if thought fit, approve the Share Consolidation and the transactions contemplated thereunder as well as for the Independent Shareholders to consider and, if thought fit, to approve the Amended and Restated Second Amendment Deeds and the transactions contemplated thereunder
"Share(s)"	the Existing Share(s), or as the context may require, the Consolidated Share(s)
"Share Consolidation"	the proposed consolidation of every four (4) issued and unissued Existing Shares of par value HK$0.001 each in the share capital of the Company into one (1) Consolidated Share of par value HK$0.004 each
"Share Option Scheme"	the share option scheme of the Company adopted on 28 May 2015 and expired on 27 May 2025
"Share Option(s)"	share option(s) granted under the Share Option Scheme
"Shareholder(s)"	holder of the Existing Share(s), or the Consolidated Share(s), as the case may be

"Specific Mandate"	the specific mandate to be granted by the Independent Shareholders at the SGM to allot and issue the New Conversion Shares upon exercise of the conversion rights attached to the Convertible Notes as amended by the Amended and Restated Second Amendment Deeds

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

Hong Kong, 22 June 2026

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