

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



GREEN LEADER HOLDINGS GROUP LIMITED

綠領控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 61)

**COMPLETION OF
CONNECTED TRANSACTIONS IN RELATION TO
THE PROPOSED AMENDMENTS TO
THE CONVERTIBLE NOTES**

Reference is made to the announcements (the “**Announcements**”) of Green Leader Holdings Group Limited (the “**Company**”) dated 3 September 2026 and 24 September 2026 and the circular (the “**Circular**”) of the Company dated 2 October 2026 in relation to the Third Amendment Deeds and the transactions contemplated thereunder. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Announcements and the Circular.

COMPLETION OF THE THIRD AMENDMENT DEEDS

The Board is pleased to announce that as all the conditions precedent set out in the Third Amendment Deeds have been fulfilled, completion of the Third Amendment Deeds took place on 27 October 2026.

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 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); (iii) 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); 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 and the outstanding Share Options of the Company have been exercised in full (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 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)		(iii) 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)		(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 and the exercise of the outstanding Share Options 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)	23,573,240	17.92%	455,391,422	78.46%	46,260,190	29.99%	46,367,282	29.99%
Ms. Hao ^(Note 2)	-	-	17,045,454	2.94%	-	-	-	-
Other Shareholders	107,991,861	82.08%	107,991,861	18.60%	107,991,861	70.01%	108,241,861	70.01%
	<u>131,565,101</u>	<u>100.00%</u>	<u>580,428,737</u>	<u>100.00%</u>	<u>154,252,051</u>	<u>100.00%</u>	<u>154,609,143</u>	<u>100.00%</u>

Notes:

1. As at the date of this announcement, China OEPC beneficially owns 23,573,240 Shares in which 22,840,474 Shares have been pledged to China Xinzhi and CITIC Trust Co., Ltd., and the Convertible Notes in the principal amount of HK\$380,000,000 which are convertible into 431,818,182 Shares which have been pledged to China Xinzhi and CITIC Trust Co., Ltd. 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.

As at the date of this announcement, China Xinzhi is wholly and beneficially owned by China Huarong (Macau) International Company Limited, which is in turn held as to 51% by China CITIC Financial AMC International Holdings Limited, which is in turn held as to 84.84% by China CITIC Financial Asset Management Co., Ltd. and 15.16% by Huarong Zhiyuan Investment & Management Co., Ltd., and China OEPC has obtained the consents from each of China Xinzhi and CITIC Trust Co., Ltd. for the Amendments.

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).

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

Hong Kong, 27 October 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.