
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 stockbroker, or other licensed securities dealer, bank manager, solicitors, 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 transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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GreenLeader
GREEN LEADER HOLDINGS GROUP LIMITED
綠領控股集團有限公司
(Incorporated in Bermuda with limited liability)
(Stock code: 61)

**PROPOSED CAPITAL REORGANISATION
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening a special general meeting of the Company to be held at Units 2001-2, 20th Floor, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong on Wednesday, 31 October 2018 at 10:30 a.m. is set out on pages 9 to 10 of this circular. A form of proxy for use at the special general meeting is enclosed.

Whether or not you are able to attend the special general meeting, you are requested to 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 and transfer office, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event at or before 10:30 a.m. on Monday, 29 October 2018 (or not less than 48 hours before the time appointed for holding the special general 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 special general meeting or any adjournment thereof should you so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

8 October 2018

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of directors
“Business Day”	a day (other than a Saturday, Sunday and public holiday) on which licensed banks in Hong Kong are open for business
“Capital Reduction”	the proposed reduction in the issued share capital of the Company through a cancellation of the paid-up capital of the Company to the extent of HK\$0.09 on each of the issued Existing Shares
“Capital Reorganisation”	the capital reorganisation involves the Capital Reduction and Share Subdivision as detailed in the section headed “Proposed Capital Reorganisation” of this circular
“Companies Act”	the Companies Act 1981 of Bermuda
“Company”	Green Leader Holdings Group Limited, a company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Stock Exchange (stock code: 0061)
“connected person(s)”	has the meanings as ascribed thereto under the Listing Rules
“Director(s)”	director(s) of the Company
“Existing Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company before the Capital Reorganisation becoming effective
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Independent Third Party(ies)”	any person or company and their respective ultimate beneficial owners (if applicable) who, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons
“Latest Practicable Date”	5 October 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company immediately upon the Capital Reorganisation becoming effective
“Registrar”	Tricor Tengis Limited, the Hong Kong branch share registrar of the Company
“SGM”	the special general meeting of the Company convened and to be held at 10:30 a.m. on Wednesday, 31 October 2018 for the Shareholders to consider and, if thought fit, to approve the Capital Reorganisation, the notice of which is set out on pages 9 to 10 of this circular
“Share Subdivision”	the proposed subdivision of each authorised but unissued Existing Share of HK\$0.10 (which shall include the authorised but unissued share capital resulting from the Capital Reduction) into 10 New Shares of HK\$0.01 each
“Shareholder(s)”	holder(s) of the issued Shares
“Share(s)”	Existing Share(s) or New Share(s), as the case maybe
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

In case of inconsistency, the English text of this circular shall prevail over its Chinese text.

EXPECTED TIMETABLE

The expected timetable for the Capital Reorganisation is set out below. The expected timetable is subject to the results of the SGM and is therefore for indicative purpose only and may be extended or varied by the Company. Any further changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

Set out below is the indicative timetable for the Capital Reorganisation.

Despatch of the circular regarding, among other matters, the Capital Reorganisation	Monday, 8 October 2018
Publication of the notice of the SGM.	Monday, 8 October 2018
Latest time for lodging transfer of the Existing Shares in order to qualify for attending and voting at the SGM.	4:30 p.m. on Thursday, 25 October 2018
Register of members of the Company closed	From Friday, 26 October 2018 to Wednesday, 31 October 2018 (both days inclusive)
Latest time for lodging the form of proxy for the SGM (not less than 48 hours prior to the time of SGM)	10:30 a.m. on Monday, 29 October 2018
SGM	10:30 a.m. on Wednesday, 31 October 2018
Effective date of the Capital Reorganisation	Thursday, 1 November 2018
First day for free exchange of existing certificates for Existing Shares for new certificates for New Shares.	9:00 a.m. on Thursday, 1 November 2018
Commencement of dealings in New Shares on the Stock Exchange	9:00 a.m. on Thursday, 1 November 2018
Last day of free exchange of existing certificates for Existing Shares for new certificates for New Shares.	4:30 p.m. on Monday, 3 December 2018

LETTER FROM THE BOARD


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 (*Chairman*)

Mr. Tse Michael Nam (*Chief Executive Officer*)

Non-executive Director:

Mr. Zou Chengjian

Independent non-executive Directors:

Ms. Leung Yin Fai

Mr. Leung Po Wing, Bowen Joseph *GBS, JP*

Mr. Zhou Chunsheng

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Principal places of business

in Hong Kong:

Units 2001-2, 20th Floor

Li Po Chun Chambers

189 Des Voeux Road Central

Hong Kong

8 October 2018

To the Shareholders

Dear Sir or Madam,

PROPOSED CAPITAL REORGANISATION

INTRODUCTION

Reference is made to the announcements of the Company dated 27 September 2018 and 5 October 2018 in respect of the proposed Capital Reorganisation. The purpose of this circular is to provide you with further information relating the Capital Reorganisation and a notice of the SGM to be convened and held for the purposes of considering and, if thought fit, to approve the Capital Reorganisation.

LETTER FROM THE BOARD

PROPOSED CAPITAL REORGANISATION

The Board announces that the Company proposes to effect the Capital Reorganisation by way of:

- (i) a 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\$0.09 on each of the issued Existing Shares so that the nominal value of each issued Share will be reduced from HK\$0.10 to HK\$0.01;
- (ii) a subdivision of each authorised but unissued Existing Share of HK\$0.10 (which shall include the authorised but unissued share capital resulting from the Capital Reduction) into ten (10) New Shares of HK\$0.01 each; and
- (iii) a transfer of the credit arising from the Capital Reduction to the contributed surplus account of the Company.

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$2,000,000,000 divided into 20,000,000,000 Shares, of which 7,311,032,014 Shares have been allotted and issued and fully paid.

For the avoidance of doubt, the authorised share capital of the Company shall remain HK\$2,000,000,000 prior to and immediately after completion of the Capital Reorganisation.

Upon the Capital Reorganisation becoming effective, after the share subdivision of each authorised but unissued Existing Share of HK\$0.10 into ten (10) New Shares of HK\$0.01 each, the authorised share capital will be HK\$2,000,000,000 divided into 200,000,000,000 New Shares of HK\$0.01 each, of which 7,311,032,014 Shares will be issued New Shares.

The issued New Shares will rank *pari passu* with each other in all respects, including the rights as to dividends, voting and return of capital. Other than the expenses incurred in relation to the Capital Reorganisation, its implementation will not in itself, alter the underlying assets, business operations, management or financial position of the Group or the proportionate interests or rights of the Shareholders, save that any fractional New Shares will not be allocated to individual Shareholders but will be aggregated and sold and, if a premium (net of expenses) can be obtained, such premium will be retained for the benefit of the Company. The Capital Reorganisation itself will not have any material adverse effect on the financial position of the Group.

LETTER FROM THE BOARD

Conditions of the Capital Reorganisation

The Capital Reorganisation is conditional upon:

- (a) the passing of a special resolution by the Shareholders at the SGM to approve the Capital Reorganisation;
- (b) the Stock Exchange granting the listing of, and permission to deal in, the New Shares arising from the Capital Reorganisation; and
- (c) compliance with the relevant procedures and requirements under Bermuda law and the Listing Rules to effect the Capital Reorganisation.

Application will be made to the Stock Exchange for the granting of the listing of, and permission to deal in, the New Shares arising from the Capital Reorganisation.

Free Exchange of Certificates for New Shares

Subject to the Capital Reorganisation becoming effective, Shareholders may, on or after Thursday, 1 November 2018 and until Monday, 3 December 2018 (both dates inclusive), submit their existing certificates for the Shares in grey colour to the Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong to exchange for certificates for the New Shares in green colour at the expense of the Company. Thereafter, certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) by the Shareholders for each certificate issued for the New Shares or each existing shares certificate for the Existing Shares submitted for cancellation, whichever the number of certificates issued or cancelled is higher. After 4:00 p.m. on Monday, 3 December 2018, existing share certificates for the Existing Shares will continue to be good evidence of legal title but are not acceptable for trading, settlement and registration purposes and may be exchanged for share certificates for New Shares at any time.

LETTER FROM THE BOARD

Other securities of the Company

As at the Latest Practicable Date, there are outstanding options (the “**Options**”), convertible notes with outstanding principal amount of HK\$395,000,000 due 2020 as disclosed in the circular of the Company dated 10 July 2018 (the “**HK\$ Convertible Notes**”), convertible bonds with outstanding principal amount of US\$50,000,000 due 2020 as disclosed in the announcement of the Company dated 27 June 2017 (the “**US\$ Convertible Bonds**”, together with the HK\$ Convertible Notes as the “**Convertible Bonds**”) issued by the Company. As the proposed Capital Reorganisation will only reduce the nominal value of the Shares, it is expected that there will be no adjustments to the exercise prices of the Options and the conversion prices of the Convertible Bonds and as well as to the number of Shares to be issued under the outstanding Options and the number of conversion Shares to be issued upon conversion of the Convertible Bonds as a result of the Capital Reorganisation.

As at the Latest Practicable Date, the Company has (i) an aggregate 197,241,370 outstanding Options entitling the holders thereof to subscribe for 197,241,370 Existing Shares; (ii) HK\$ Convertible Notes with outstanding principal amount of HK\$395,000,000 with conversion price of HK\$0.33 per Share convertible into 1,196,969,696 Existing Shares; and (iii) US\$ Convertible Bonds with outstanding principal amount of US\$50,000,000 with conversion price of HK\$0.327 convertible into 1,192,660,550 Existing Shares.

Save as disclosed above and as at the Latest Practicable Date, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Shares.

REASONS FOR THE CAPITAL REORGANISATION

The Capital Reorganisation involves the Capital Reduction and Share Subdivision which reduces the nominal value of the Existing Shares from HK\$0.10 per Share to HK\$0.01 per New Share.

Under the laws of Bermuda, a company may not issue shares at a discount to the nominal value of such shares. Accordingly, the Directors propose the Capital Reorganisation by which the nominal value of the Shares will be reduced which allows greater flexibility in the pricing for any issue of new Shares in the future.

As such, the Directors consider that the Capital Reorganisation is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

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.

SGM

A notice convening the SGM at which resolutions will be proposed to the Shareholders to consider and, if thought fit, to approve the proposed Capital Reorganisation is set out on pages 9 to 10 of this circular.

To the best knowledge of the Directors, no Shareholders have a material interest in the Capital Reorganisation and accordingly, no Shareholders will have to abstain from voting at the SGM.

Whether or not you intend to attend the SGM, you are requested to complete and return the form of proxy accompanying with this circular in accordance with the instructions printed thereon as soon as possible and in any event at or before 10:30 a.m. on Monday, 29 October 2018 (or not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjournment thereof in person if you so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

RECOMMENDATION

The Directors consider that the Capital Reorganisation are in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolution at the SGM

By order of the Board
Green Leader Holdings Group Limited
Zhang Sanhuo
Chairman

NOTICE OF SGM


GreenLeader
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 IS HEREBY GIVEN that a special general meeting (the “**SGM**”) 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, 31 October 2018 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolution as special resolution of the Company:

SPECIAL RESOLUTION

“**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 first 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\$0.09 on each of the issued shares of par value of HK\$0.10 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\$0.10 to HK\$0.01 (each such reduced share, a “**New Share**”);
- (b) a subdivision of each authorised but unissued Existing Share of HK\$0.10 (which shall include the authorised but unissued share capital resulting from Capital Reduction) into ten (10) New Shares of HK\$0.01 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

NOTICE OF SGM

- (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.”

By order of the Board
Green Leader Holdings Group Limited
Zhang Sanhuo
Chairman

Hong Kong, 8 October 2018

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 22, 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, 29 October 2018 at 10:30 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.