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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)

**UPDATES IN RELATION TO
THE DISCLAIMER OF OPINION SET OUT IN
THE ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2024**

Reference is made to the annual report (the “**Annual Report**”) of the Company for the year ended 31 December 2024 and dated 31 March 2025, the announcements (the “**Announcements**”) of the Company dated 28 July 2025 and 28 October 2025 in respect of, amongst others, updates in relation to the disclaimer of opinion set out in the Annual Report, and the interim report (the “**Interim Report**”) of the Company for the six months ended 30 June 2025 and dated 28 August 2025. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Annual Report, the Announcements and the Interim Report.

The Board would like to provide further updates in relation to the Going Concern Disclaimer set out in the Annual Report.

During the period from 28 October 2025 up to the date of this announcement, the following steps and measures have been implemented by the Company to mitigate its liquidity pressure and improve its financial position and address the Going Concern Disclaimer:

- (i) The Company has advanced its discussions with the representative of the Potential Investor. The Company, the Potential Investor’s representative and the 2017 Noteholder attended another tripartite meeting in January 2026 to discuss the terms of the proposal in details.

(ii) On 29 December 2025, Guang Cheng Group Limited (廣成集團有限公司) (“**Guang Cheng**”), a wholly-owned subsidiary of the Company as vendor and Earn Bright International Holdings Limited (“**Earn Bright**”) as purchaser entered into a sale and purchase agreement, pursuant to which Guang Cheng conditionally agreed to sell as beneficial owner and Earn Bright conditionally agreed to purchase (i) one ordinary share of Lexing Holdings Limited (樂興控股有限公司) (“**Lexing**”), together with its subsidiaries, the “**Lexing Group**”), a wholly-owned subsidiary of the Company prior to completion, representing the entire issued share capital of Lexing; and (ii) the shareholder’s loan owed by Lexing to Guang Cheng as at completion and all obligations, liabilities and debts owing or incurred by Lexing to Guang Cheng on or at any time prior to the completion, which as at 29 December 2025, amounted to approximately HK\$160,236,000, at the aggregate consideration of HK\$8,000,000 (the “**Disposal**”). The Board believes that the Disposal would relieve the Group from the financial burden arising from the amounts due to the Other Creditor and the associate of the Group and thus will improve the Group’s financial position and address part of the Going Concern Disclaimer.

In particular, as the amount due to the Other Creditor was owed by the Lexing Group to the Other Creditor, the Disposal has relieved the Group from its repayment obligations to the Other Creditor.

(iii) Furthermore, the amounts due to the associate was also owed by the Lexing Group to the associate, and thus the Disposal has relieved the Group from its repayment obligations to the associate.

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

Hong Kong, 28 January 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.