

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 a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Landsea Green Life Service Company Limited, 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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Landsea Green Life Service Company Limited

朗詩綠色生活服務有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock code: 1965)

PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES; RE-ELECTION OF DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Landsea Green Life Service Company Limited (the “**Company**”) to be held at Landsea Green Center, Building 5, Lane 280, Linhong Road, Changning District, Shanghai, China on Thursday, 30 June 2022 at 3 p.m., at which, among other things, the above proposals will be considered, is set out on pages 15 to 18 of this circular.

Whether or not you intend to attend and/or vote at the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

In light of the continuing risks posed by the coronavirus disease 2019 (“COVID-19”) pandemic, the Company reminds Shareholders that physical attendance in the Annual General Meeting is not necessary for the purpose of exercising voting rights. The Company advises Shareholders to appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolution(s) as an alternative to attending the Annual General Meeting in person.

28 April 2022

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RESPONSIBILITY STATEMENT

This circular, for which the Directors (as defined herein) collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules (as defined herein) for the purpose of giving information with regard to the Company. The Directors (as defined herein), having made all reasonable enquires, 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.

DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at Landsea Green Center, Building 5, Lane 280, Linhong Road, Changning District, Shanghai, China on Thursday, 30 June 2022 at 3 p.m.
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Landsea Green Life Service Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 1965)
“Companies Act”	the Companies Act (2021 Revision) of the Cayman Islands (as consolidated and revised from time to time)
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$” and “HK cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares in the capital of the Company of up to 20 per cent. of the aggregate number of the issued Shares of the Company as at the date of passing of the relevant resolution granting such mandate and adding thereto any Shares representing the aggregate number of the Shares repurchased by the Company pursuant to the authority granted under the Repurchase Mandate
“Landsea Green Properties”	Landsea Green Properties Co., Ltd. (朗詩綠色地產有限公司), a company listed on the main board of the Stock Exchange (stock code: 106)
“Landsea Group”	Landsea Group Co., Ltd. (朗詩集團股份有限公司), a joint stock company established in the PRC with limited liability on 24 December 2001 which is controlled as to 50.0% by Mr. Tian Ming

DEFINITIONS

“Landsea Property Management”	Nanjing Landsea Property Management Co., Ltd. (南京朗詩物業管理有限公司), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“Latest Practicable Date”	21 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Register”	the register of members of the Company
“Reorganisation”	the reorganisation of the Group in preparation of the listing of the Shares on main board of the Stock Exchange, as disclosed in the prospectus of the Company dated 25 June 2021
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase such number of issued and fully paid Shares of up to 10 per cent. of the aggregate number of the issued Shares of the Company as at the date of passing of the relevant resolution granting such mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers
“%”	per cent.

* *for identification purpose only*

Note: In this circular, the terms “close associate”, “core connected person”, “controlling shareholder” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.



Landsea Green Life Service Company Limited

朗詩綠色生活服務有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock code: 1965)

Executive Directors:

Ms. Zhou Qin

Mr. Wu Xu

Mr. Liu Chao

Non-executive Director and Chairman of the Board:

Mr. Tian Ming

Independent Non-Executive Directors:

Dr. Wong Chi Wing

Ms. Lu Mei

Dr. Chen Kevin Chien-wen

Ms. Katherine Rong Xin

Registered Office:

Cricket Square

Hutchins Drive

PO Box 2681

Grand Cayman KY1-1111

Cayman Islands

Head Office and Principal Place

of Business in Hong Kong:

Unit 5103, 51/F

The Center

99 Queen's Road Central

Hong Kong

28 April 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES; AND
RE-ELECTION OF DIRECTORS**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed to seek approval of the Shareholders at the AGM including, among other matters, (i) the ordinary resolutions granting to the Directors the Issue Mandate and the Repurchase Mandate; and (ii) the ordinary resolution for re-electing Directors.

GENERAL MANDATES

At the AGM, an ordinary resolution will be proposed that the Directors be given the Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with new Shares up to 20% of the total number of issued Shares of the Company as at the date of passing the relevant resolution.

LETTER FROM THE BOARD

Another ordinary resolution will also be proposed to give the Directors the Repurchase Mandate, i.e. a general and unconditional mandate to exercise all powers of the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the total number of issued Shares of the Company as at the date of passing the relevant resolution.

The Issue Mandate and the Repurchase Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) at the end of the period within which the Company is required by the Cayman Islands law or its Articles to hold its next annual general meeting; or (c) the date on which such mandate is revoked or varied by ordinary resolutions of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

As at the Latest Practicable Date, the number of issued Shares was 410,765,000 Shares, assuming no further Shares are to be issued or repurchased prior to the AGM, the Issue Mandate will grant to the Directors an authority to issue up to 82,153,000 Shares.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to grant to the Directors the Repurchase Mandate at the AGM.

RE-ELECTION OF DIRECTORS

The Board currently consists of eight Directors, namely Ms. Zhou Qin, Mr. Wu Xu, Mr. Liu Chao, Mr. Tian Ming, Dr. Wong Chi Wing, Ms. Lu Mei, Dr. Chen Kevin Chien-wen and Ms. Katherine Rong Xin.

Pursuant to Article 84(1) of the Articles, Mr. Tian Ming, Ms. Zhou Qin and Mr. Wu Xu shall retire from office as Directors by rotation at the AGM, and they, being eligible, offer themselves for re-election.

Pursuant to Article 83(3) of the Articles, since Ms. Katherine Rong Xin (“**Ms. Xin**”) was appointed as an additional independent non-executive Director on 12 April 2022, she shall hold office until the AGM and be eligible for re-election.

Details of the above-mentioned Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

In considering and approving the re-election of Ms. Xin, the nomination committee of the Company had reviewed and assessed the independence of Ms. Xin based on the independence guidelines as set out in Rule 3.13 of the Listing Rules. Ms. Xin has also confirmed that she fulfils all the requirements set out in Rule 3.13 of the Listing Rules. The nomination committee of the Company is satisfied that Ms. Xin remains independent.

LETTER FROM THE BOARD

In addition, the nomination committee of the Company had considered a wide range of diversity perspectives as set out in the board diversity policy of the Company including but not limited to gender, skills, experience, background and time commitment. Ms. Xin has been a professor of management since September 2001 at China Europe International Business School which enables her to provide professional, valuable, independent and objective view to the Board on the matters relating to the business of the Group. The nomination committee considered that the knowledge and experience of Ms. Xin would continue to bring contribution to the diversity of the Board. Taking into consideration of the foregoing, the nomination committee of the Company proposed Ms. Xin to stand for re-election at the AGM.

ANNUAL GENERAL MEETING

Set out on pages 15 to 18 of this circular is a notice convening the AGM to consider and, if appropriate, to approve the ordinary resolutions relating to the proposals for the Issue Mandate, the Repurchase Mandate and the re-election of Directors.

A form of proxy for use at the AGM is enclosed herewith. Whether or not you intend to attend and/or vote at the AGM in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Article 66(1) of the Articles and Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions set out in the notice of the AGM will be voted by poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

RECOMMENDATION

The Directors consider that the ordinary resolutions in relation to the Issue Mandate, the Repurchase Mandate and the re-election of Directors to be proposed at the AGM are in the best interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend the Shareholders to vote in favour of such resolutions at the AGM.

LETTER FROM THE BOARD

GENERAL

Your attention is also drawn to the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
Landsea Green Life Service Company Limited
Tian Ming
Chairman

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution at the AGM to approve the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 410,765,000 Shares. Subject to the passing of the resolution for repurchase of Shares and on the basis that no further new Shares will be issued or repurchased up to the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 41,076,500 Shares, representing 10% of the issued share capital as at the date of AGM.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or the earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Articles, the Companies Act and any other applicable laws, including capital paid upon the Shares to be repurchased of the Company.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements of the Company for the year ended 31 December 2021 in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the following months from 8 July 2021, being the date of the listing of the Shares on the Stock Exchange) up to the Latest Practicable Date were as follows:

	Share prices	
	Lowest <i>HK\$</i>	Highest <i>HK\$</i>
2021		
July	3.16	7.4
August	3.16	3.21
September	3.14	3.32
October	1.61	3.3
November	3.15	3.21
December	3.19	3.47
2022		
January	3.1	3.5
February	3.18	3.18
March	2.92	3.3
April (up to the Latest Practicable Date)	3	3.17

7. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate pursuant to the proposed resolution in accordance with the Listing Rules, the Companies Act and any other applicable laws of the Cayman Islands.

8. CORE CONNECTED PERSON

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. TAKEOVERS CODE

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code.

As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Tian Ming, Chairman and a non-executive Director, being the controlling Shareholder, is deemed to be interested in 164,898,165 Shares (including (i) 136,620,820 Shares held through Honor Limited; (ii) 23,998,345 Shares held through Green Sailing (PTC) Limited; (iii) 4,077,000 Shares held through Greenshield Corporation; and (iv) 202,000 Shares held through Easycorps Group Limited, being corporations controlled by Mr. Tian, representing approximately 40.14% of the total issued Shares as at the Latest Practicable Date. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, then the attributable interest of Mr. Tian would be increased from 40.14% to approximately 44.60% of the issued share capital of the Company. Such increase may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such extent as would result in an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code or the amount of Shares held by the public being reduced to less than 25%.

10. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following set out the details of Mr. Tian Ming, Ms. Zhou Qin and Mr. Wu Xu, the Directors who will retire and, being eligible, offer themselves for re-election at the AGM.

Mr. Tian Ming (“Mr. Tian”)

Mr. Tian Ming (田明), born on 24 January 1961, was appointed as our Director on 1 December 2020 and re-designated as our non-executive Director and chairman of the Board on 15 January 2021. Mr. Tian is primarily responsible for providing guidance on the overall development of our Group. Mr. Tian is the founder of Landsea Group, which Landsea Property Management was a part of until the Reorganisation. Mr. Tian has 20 years of extensive experience in the fields of competitive strategy, operation management and property investment and development. In December 2001, Mr. Tian founded Landsea Group and has since served as its director and chief executive officer, and began serving as the chairman of the board and an executive director of Landsea Green Properties, a company listed on the Stock Exchange (stock code: 106), since July 2013. Since July 2013, Mr. Tian has also served as the chairman of Shanghai Landleaf Architecture Technology Co., Ltd., listed on the National Equities Exchange and Quotations Co., Ltd. (stock code: 870998) from February 2017 to March 2020. Furthermore, Mr. Tian has served as the chairman of the board and a director of Landsea Homes Corporation, a company listed on the National Association of Securities Dealers Automated Quotations Stock Market (stock code: “LSEA”) since January 2021. He has been appointed as an independent non-executive director of Chervon Holdings Limited (stock code: 2285), a company listed on the Stock Exchange, since 8 December 2021.

Mr. Tian obtained a diploma in Chinese language and literature from Nanjing Amateur Liberal Arts University (南京業餘文科大學) in the PRC in December 1988, completed a master’s course programme in administrative management from Nanjing University (南京大學) in the PRC in August 1997, and obtained an executive master’s of business administration (EMBA) from China Europe International Business School (“CEIBS”) (中歐國際工商學院) in the PRC. In October 2019, Mr. Tian was awarded the “EY Entrepreneur of the Year” (安永企業家獎) by Ernst & Young, recognising his entrepreneurial achievements in the field of property development. Mr. Tian has also served on various committees, such as the China Real Estate Chamber of Commerce (全聯房地產商會) and the CEIBS Alumni Association.

Save as disclosed above, Mr. Tian has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Tian is deemed to be interested in 164,898,165 Shares within the meaning of Part XV of the SFO (including (i) 136,620,820 Shares held through Honor Limited; (ii) 23,998,345 Shares held through Green Sailing (PTC) Limited; (iii) 4,077,000 Shares held through Greenshield Corporation; and (iv) 202,000 Shares held through Easycorps Group Limited, being corporations controlled by Mr. Tian), representing approximately 40.14% of the total issued Shares as at the Latest Practicable Date.

Save as disclosed above, Mr. Tian is not connected with any director, senior management, substantial or controlling shareholders of the Company.

The Company entered into an appointment letter with Mr. Tian on 15 June 2021 for a term of three years commencing from 15 June 2021, subject to termination by not less than three months' notice in writing served by either party on the other and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr Tian's emolument is determined by the Board with reference to the recommendation of the remuneration committee of the Company based on his duties and responsibilities, remuneration benchmark in the industry and the prevailing market conditions. For the year ended 31 December 2021, Mr. Tian did not receive any remuneration from the Group.

Ms. Zhou Qin (“Ms. Zhou”)

Ms. ZHOU Qin (周勤), aged 47, was appointed as an executive Director on 15 January 2021. Ms. Zhou is currently our deputy chairman and is primarily responsible for formulating strategies for the overall development of our Group, and supervising our corporate governance and business operations. Ms. Zhou has nearly 24 years of experience in business development, investment and operation management in real estate. Ms. Zhou joined Landsea Group in July 2002 and served in various managerial positions until June 2012 including as regional general manager in Shanghai. From September 2012 to March 2013, Ms. Zhou has assumed positions at Landsea Group including the assistant to chairman, the head of the secretariat and the head of the supervision office and the general manager of Shanhai Landleaf Architecture Technology Co., Ltd., listed on the National Equities Exchange and Quotations Co., Ltd. (stock code: 870998) from February 2017 to March 2020, where she was responsible for the business operations of Landsea Group in the United States of America. She used to be the general manager of Shanghai Tangzheng Programming Construction Design Co., Ltd (“**Architecture Design Institute**”), an indirect subsidiary of Landsea Group established to engage in construction design services. Ms. Zhou has served as the vice president of Landsea Group since March 2014, where she was a non-executive director and an executive director of Landsea Green Properties, a company listed on the Stock Exchange (stock code: 106) from January 2015 to August 2016 and from August 2016 to June 2020 respectively. Since January 2021, Ms. Zhou has served as a director of Landsea Homes Corporation, a company listed on the National Association of Securities Dealers Automated Quotations Stock Market (symbols: “LSEA”).

Ms. Zhou obtained a diploma in decoration engineering from Yangzhou University (揚州大學) in the PRC in July 1993, a master's of business administration from Nanjing University (南京大學) in the PRC in June 2006, and an executive master's of business administration (EMBA) from CEIBS in the PRC in October 2011. Ms. Zhou was certified as a senior engineer by the Evaluation Committee of Advanced Professional Technical Qualifications for Construction Engineering in Nanjing, Jiangsu Province (江蘇省南京市建設工程高級專業技術資格評審委員會), and was awarded the Green Ecological Building Gold Award — Elite Residential Technology Awards (綠色生態建築金獎—精瑞住宅科學技術獎) by the Ministry of Science and Technology of the PRC (中華人民共和國科學技術部), to recognise her achievements in innovating with and applying green technologies.

Ms. Zhou was a director of Shanghai Qianlong Property Development Co., Ltd. (上海乾龍置業有限公司) (“**Shanghai Qianlong**”), a then wholly-owned subsidiary of Landsea Group, and Nanjing Dinggu Decoration Design Engineering Co., Ltd. (南京鼎古裝飾設計工程有限公司) (“**Nanjing Dinggu**”), which were established in the PRC with limited liability. Shanghai Qianlong was principally engaged in property development, and Nanjing Dinggu was principally engaged in decoration engineering services. Shanghai Qianlong and Nanjing Dinggu were deregistered on 15 September 2014 and 24 December 2012, respectively. As confirmed by Ms. Zhou, such companies were solvent at the time when they were deregistered on a voluntary basis and there were no wrongful acts on her part leading to the deregistrations and she is not aware of any actual or potential claim that has been or will be made against her as a result of such deregistrations.

Save as disclosed above, Ms. Zhou has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Ms. Zhou did not have any interest in the Shares within the meaning of Part XV of the SFO.

Ms. Zhou is not connected with any director, senior management, substantial or controlling shareholders of the Company.

The Company entered into a service contract with Ms. Zhou on 15 June 2021 for a term of three years commencing from 8 July 2021, subject to termination by not less than three months’ notice in writing served by either party on the other and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Ms. Zhou’s emolument is determined by the Board with reference to the recommendation of the remuneration committee of the Company based on her duties and responsibilities, remuneration benchmark in the industry and the prevailing market conditions. For the year ended 31 December 2021, Ms. Zhou received a total emolument (including director’s fee and discretionary bonus) of RMB1,208,000 from the Group.

Mr. Wu Xu (“Mr. Wu”)

Mr. WU Xu (吳旭), aged 43, was appointed as an executive Director on 15 January 2021. Mr. Wu is currently our chief executive officer and is primarily responsible for overseeing our daily operations, community value-added services, customer relations management, formulating our business strategies and development plans and implementing our Board decisions. Mr. Wu joined our Group in May 2017 and currently serves as general manager of Landsea Property Management, where he is responsible for overall management.

Prior to joining our Group, Mr. Wu was the superintendent of Xiandai Huagai Design Ltd. (上海現代華蓋建築設計研究院有限公司), a subsidiary of Arcplus Group PLC (華東建築集團股份有限公司), the shares of which are listed on the Shanghai Stock Exchange (stock code: 600629) between October 2010 and April 2014. Mr. Wu was the general manager of Architecture Design Institute and the asset operation department of companies under Landsea Group between August 2016 and May 2017. Since May 2017, Mr. Wu has been the general manager of Landsea Property Management.

Mr. Wu obtained a bachelor's degree in construction engineering from the University of Shanghai for Science and Technology in the PRC in July 2001. Mr. Wu was awarded the Shanghai engineering planning and design professional qualification (上海市工程系列規劃設計專業高級專業技術職務). Mr. Wu has also served on various industry committees, such as the China Real Estate Chamber of Commerce City Renewal and Existing Building Remodeling Branch (全聯房地產商會城市更新和既有建築改造分會) as well as the Commercial and Tourism Real Estate Professional Committee of the China Real Estate Association (中國房地產協會商業和旅遊地產專業委員會).

Mr. Wu was a director of Shanghai Hengwei Architecture Technology Co., Ltd. (上海恆維建築科技有限公司), which was incorporated in the PRC with limited liability and principally engaged in the provision of architectural technology consulting services and was deregistered on 21 April 2005. As confirmed by Mr. Wu, such company was solvent at the time when it was deregistered on a voluntary basis and there were no wrongful acts on his part leading to the deregistration and he is not aware of any actual or potential claim that has been or will be made against him as a result of such deregistration.

Save as disclosed above, Mr. Wu has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. Wu did not have any interest in the Shares within the meaning of Part XV of the SFO.

Mr. Wu is not connected with any director, senior management, substantial or controlling shareholders of the Company.

The Company entered into a service contract with Mr. Wu on 15 June 2021 for a term of three years commencing from 8 July 2021, subject to termination by not less than three months' notice in writing served by either party on the other and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Wu's emolument is determined by the Board with reference to the recommendation of the remuneration committee of the Company based on his duties and responsibilities, remuneration benchmark in the industry and the prevailing market conditions. For the year ended 31 December 2021, Mr. Wu received a total emolument (including director's fee and discretionary bonus) of RMB2,801,000 from the Group.

The following set out the details of Ms. Katherine Rong Xin, the Director who shall hold office until the AGM and be eligible for re-election.

Ms. Katherine Rong Xin (“Ms. Xin”)

Ms. Xin, aged 58, is an independent non-executive Director. She received a master’s degree in applied linguistics from the Graduate School of Chinese Academy of Sciences (中國科學院研究生院) in July 1986, and a master’s degree in business administration (MBA) from The California State University in June 1991. She obtained a doctor’s degree in business administration from The University of California in June 1995. Ms. Xin has been a professor of management since September 2001 at China Europe International Business School (中歐國際工商學院). She served as an assistant professor of management at The University of Southern California from September 1995 to August 1999. She served as an associate professor of management at The Hong Kong University of Science and Technology from September 1999 to August 2001, and as a professor of management in the Faculty of IMD, Lausanne, Switzerland from August 2006 to December 2009. Ms. Xin was awarded the Chinese Most Cited Researchers by Elsevier, a global provider of scientific, technical, and medical information, for consecutive years from 2014 till now.

Ms. Xin is an independent non-executive director of the following companies listed on the Main Board of Stock Exchange: Fosun Tourism Group (stock code: 1992), EuroEyes International Eye Clinic Limited (stock code: 1846) and Kingdee International Software Group Company Limited (stock code: 268).

Save as disclosed above, Ms. Xin has not held any directorship in any other public listed companies in the last three years or any other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Ms. Xin did not have any interest in the Shares within the meaning of Part XV of the SFO.

Ms. Xin is not connected with any director, senior management, substantial or controlling shareholders of the Company.

Ms. Xin has entered into an appointment letter with the Company for a period of three years with effect from 12 April 2022. Pursuant to Article 83(3) of the Articles, Ms. Xin shall hold office until the AGM and be eligible for re-election at the AGM. Ms. Xin’s emolument is determined by the Board with reference to the recommendations by the remuneration committee of the Company based on her duties and responsibilities and the prevailing market rates, and will be subject to annual review. For the year ended 31 December 2021, Ms. Xin did not receive any remuneration from the Group.

Save as disclosed above, the Board is not aware of any other matter in relation to the re-election of the above-mentioned Directors that needs to be brought to the attention of the Shareholders and any other information to be disclosed by the Company pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



Landsea Green Life Service Company Limited

朗詩綠色生活服務有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock code: 1965)

NOTICE IS HEREBY GIVEN THAT an Annual General Meeting of Landsea Green Life Service Company Limited (the “**Company**”) will be held at Landsea Green Center, Building 5, Lane 280, Linhong Road, Changning District, Shanghai, China on Thursday, 30 June 2022 at 3 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and auditor of the Company and its subsidiaries for the year ended 31 December 2021.
2.
 - (i) To re-elect Mr. Tian Ming as non-executive director of the Company.
 - (ii) To re-elect Ms. Zhou Qin as executive director of the Company.
 - (iii) To re-elect Mr. Wu Xu as executive director of the Company.
 - (iv) To re-elect Ms. Katherine Rong Xin as independent non-executive director of the Company.
 - (v) To authorize the board of directors (the “**Board**”) of the Company to fix the Directors’ remuneration.
3. To re-appoint PricewaterhouseCoopers as auditor for the ensuing year and to authorize the Board to fix the auditor’s remuneration.

As special businesses, to consider and if thought fit, pass with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

4. “**THAT:**
 - (a) subject to the following provisions of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the “**Shares**”), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the conversion rights attaching to any convertible securities issued by the Company; (iii) the exercise of warrants to subscribe for Shares; (iv) the exercise of options granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (v) an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of the Company (“**Articles**”); shall not exceed 20% of the aggregate number of the Shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the shareholders of the Company (“**Shareholders**”) in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the directors of the Company to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

5. “**THAT**:

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other recognised stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the Shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of Cayman Islands to be held; or
 - (iii) the date on which such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 4 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of the Shares repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such number shall not exceed 10% of the aggregate number of the issued Shares of the Company as at the date of passing the resolution.”

By Order of the Board
Landsea Green Life Service Company Limited
Tian Ming
Non-Executive Director and Chairman of the Board

Hong Kong, 28 April 2022

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. For the purpose of determining the identity of the shareholders entitled to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 24 June 2022 to Thursday, 30 June 2022, both days inclusive, during which period no transfer of shares will be effected. All transfers accompanied by the relevant certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 23 June 2022.
2. Any member of the Company entitled to attend and vote at the meeting convened by this notice shall be entitled to appoint one or more proxies to attend and vote in his stead in accordance with the Articles of the Company. A proxy need not be a member of the Company but must be present in person to represent the member. In light of the epidemic situation of COVID-19, Shareholders may consider appointing the chairman of the above meeting as his/her proxy to vote on the resolutions, instead of attending the above meeting in person.
3. A form of proxy for use at the above meeting is enclosed.
4. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjournment thereof should they so wish.
5. With respect to resolution no. 2 of this notice, Mr. Tian Ming, Ms. Zhou Qin and Mr. Wu Xu shall retire from the office of directorship and shall offer themselves for re-election in accordance with the Company's Articles. Ms. Katherine Rong Xin shall hold office as a director of the Company until the meeting and be eligible for re-election in accordance with the Company's Articles. Details of the Directors proposed to be re-elected which are required to be disclosed under the Listing Rules are set out in the circular of the Company dated 28 April 2022.
6. In case the venue is being closed on the date of meeting due to COVID-19, the meeting shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board. The Company will post an announcement on the Stock Exchange and the Company's website notifying Shareholders of the date, time and place of the adjourned meeting.
7. As at the date of this notice, the Board comprises three executive Directors, namely Ms. Zhou Qin, Mr. Wu Xu and Mr. Liu Chao, one non-executive Director, namely Mr. Tian Ming, and four independent non-executive Directors, namely Dr. Wong Chi Wing, Ms. Lu Mei, Dr. Chen Kevin Chien-wen and Ms. Katherine Rong Xin.