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朗诗绿色管理

LANDSEA GREEN MANAGEMENT

LANDSEA GREEN MANAGEMENT LIMITED

朗詩綠色管理有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 106)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Landsea Green Management Limited (the “**Company**”) will be held at Landsea Green Center, Building 5, Lane 280, Linhong Road, Changning District, Shanghai, China, on Thursday, 29 February 2024 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolutions as ordinary resolutions of the Company:

“THAT

- (a) the disposals (the “**Disposals**”, each a “**Disposal**”) by the Company and/or its subsidiaries (collectively the “**Group**”) in tranches (i) in the open market on National Association of Securities Dealers Automated Quotations capital market (“**NASDAQ**”) to independent third parties through the trading system of NASDAQ; (ii) through underwritten offering or placing by investment banks to independent third parties; and/or (iii) in the off-market through block trades by entering into placing agreements with placing agents, to dispose of the shares of the common shares (“**LSEA Stock**”) of Landsea Homes Corporation (“**Landsea Homes**”), a company incorporated under the laws of the State of Delaware in the United States of America and the common stock of which are listed on NASDAQ to third party purchaser(s), who and whose ultimate beneficial owner(s) are independent third parties, of up to 4,800,000 shares of the common shares (“**Approved Sale Shares**”) of Landsea Homes during the period of 6 months from the date of passing of this resolution (the “**Relevant Period**”) be and are hereby approved subject to the following conditions:
- (i) each Disposal through underwritten offering or placing by investment banks to independent third parties or in the off market shall be at market price of no more than 20% discount to the average of the closing price as quoted on NASDAQ for the five (5) consecutive trading days immediately before the date of each Disposal during the Relevant Period; and
- (ii) the minimum selling price of each Disposal shall be no less than the Minimum Selling Price, being US\$9.35 per share of LSEA Stock; and

- (b) any directors of the Company (the “**Directors**”) be and are hereby authorized and empowered to determine, decide, execute and implement with full discretion all matters relating to the Disposals from time to time during the Relevant Period, including but not limited to, the number of batches of disposals, the number of Approved Sale Shares to be sold in each disposal, the timing of each disposal, the manner of disposal or sales in the open market or in the off market, the target purchasers, and the selling price (subject to the parameters set out above) and to do all such acts and things, including but not limited to, execution of all documents which the Directors deem necessary, appropriate or desirable to implement and give full effect to the Disposal and the transactions contemplated thereunder or in connection with the exercise of the Disposal.”

By Order of the Board of
Landsea Green Management Limited
Tian Ming
Chairman

Hong Kong, 9 February 2024

Notes:

1. For the purpose of determining the identity of the shareholders of the Company entitled to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 27 February 2024 to Thursday, 29 February 2024, 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 Monday, 26 February 2024.
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 Bye-Laws of the Company. A proxy need not be a member of the Company but must be present in person to represent the member.
3. A form of proxy for use at the 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 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 not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. 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. In case the venue is being closed on the date of meeting due to bad weather, the meeting shall stand adjourned 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.
6. As at the date of this notice, the Board comprises two executive Directors, namely Mr. Tian Ming and Mr. Huang Zheng, one non-executive Director, namely Ms. Gu Jing, and three independent non-executive Directors, namely Mr. Xu Xiaonian, Mr. Chen Tai-yuan and Mr. Rui Meng.