

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



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 Friday, 14 June 2024 at 4 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.

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.

29 April 2024

| |
|-----------------|
| CONTENTS |
|-----------------|

| | <i>Page</i> |
|---|-------------|
| Responsibility Statement | ii |
| Definitions | 1 |
| Letter from the Board | 3 |
| Appendix I — Explanatory Statement on Repurchase Mandate | 7 |
| Appendix II — Details of the Directors proposed to be re-elected at the Annual General Meeting | 10 |
| Notice of Annual General Meeting | 15 |

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 Friday, 14 June 2024 at 4 p.m. |
| “Articles” | the articles of association of the Company as amended from time to time |
| “Board” | the board of Directors |
| “Companies Act” | the Companies Act, Cap. 22 of the Cayman Islands (as consolidated and revised from time to time) |
| “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) |
| “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 and/or to resell treasury shares of the Company (if permitted under the Listing Rules) in the capital of the Company of up to 20 per cent. of the aggregate number of the issued Shares of the Company (excluding treasury shares) 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 Management” | Landsea Green Management Limited (朗詩綠色管理有限公司), a company listed on the main board of the Stock Exchange (stock code: 106) |

DEFINITIONS

| | |
|-------------------------------|---|
| “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 |
| “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” | 24 April 2024, 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 |
| “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 (excluding treasury shares) 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 |
| “treasury shares” | has the meaning ascribed to it under the Listing Rules |
| “%” | 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:

Mr. Tian Ming (*Chairman of the Board*)

Mr. Wu Xu

Ms. Xue Yuan

Non-executive Directors:

Mr. Liu Yong

Ms. Liu Yan

Independent Non-executive Directors:

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 407, 4/F

8 Queen's Road East

Wan Chai, Hong Kong

29 April 2024

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 and/or to resell treasury shares of the Company (if permitted under the Listing Rules) up to 20% of the total number of issued Shares of the Company (excluding treasury shares) 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 (excluding treasury shares) 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 new Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules) involving a maximum of 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 Mr. Tian Ming, Mr. Wu Xu, Ms. Xue Yuan, Mr. Liu Yong, Ms. Liu Yan, Ms. Lu Mei, Dr. Chen Kevin Chien-wen and Ms. Katherine Rong Xin.

Pursuant to Article 84(1) of the Articles, Mr. Tian Ming, Mr. Wu Xu and Mr. Liu Yong 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. Xue Yuan and Ms. Liu Yan were appointed as an additional executive Director and non-executive Director respectively on 28 March 2024, they 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.

Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meetings of the Directors (including the retiring Directors) is disclosed in the corporate governance report of the annual report of the Company for the year ended 31 December 2023.

LETTER FROM THE BOARD

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.

GENERAL

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

LETTER FROM THE BOARD

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 (excluding treasury shares) 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. When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the repurchases, resolve to cancel the Shares repurchased following settlement of any such repurchase or hold them as treasury shares. Shares repurchased for cancellation 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. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles, and the laws of the Cayman Islands, Share repurchases 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 2023 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 previous twelve months up to the Latest Practicable Date were as follows:

| | Share prices | |
|---|-----------------|----------------|
| | Highest HK\$ | Lowest HK\$ |
| 2023 | | |
| April | 2.25 | 2.1 |
| May | 2.25 | 1.51 |
| June | 2.04 | 1.82 |
| July | 2.06 | 1.47 |
| August | 1.69 | 0.395 |
| September | 0.52 | 0.415 |
| October | 0.47 | 0.35 |
| November | 0.4 | 0.305 |
| December | 0.37 | 0.25 |
| 2024 | | |
| January | 0.26 | 0.176 |
| February | 0.236 | 0.18 |
| March | 0.239 | 0.199 |
| April (up to the Latest Practicable Date) | 0.218 | 0.17 |

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 an executive Director, being the controlling Shareholder, is deemed to be interested in 165,137,165 Shares, including (i) 60,620,820 Shares held through Honor Limited; (ii) 23,998,345 Shares held through Green Sailing (PTC) Limited; (iii) 4,316,000 Shares held through Greenshield Corporation; (iv) 202,000 Shares held through Easycorps Group Limited; and (v) 76,000,000 Shares held through Tian Family Investment Pte. Ltd., being corporations controlled by Mr. Tian, representing approximately 40.20% 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 40.20% to approximately 44.67% 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, Mr. Xu Wu and Mr. Liu Yong, the Directors who will retire and, being eligible, offer themselves for re-election at the AGM.

EXECUTIVE DIRECTOR

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. On 28 March 2024, Mr. Tian has been re-designated from a non-executive Director to an executive Director. Mr. Tian is primarily responsible for providing guidance on the overall development of our Group. Mr. Tian is the founder of Landsea Group, which the Company was a part of until the Reorganisation. Mr. Tian has more than 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 Management, 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., the shares of which were 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 NASDAQ 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.

The Company entered into a service contract with Mr. Tian on 28 March 2024 for a term of three years commencing from 28 March 2024, 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, being eligible, offers himself for the re-election. Mr. Tian’s is entitled to a director’s fee of HK\$2,880,000 per annum, which 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.

As at the Latest Practicable Date, Mr. Tian is deemed to be interested in 165,137,165 Shares within the meaning of Part XV of the SFO (including (i) 60,620,820 Shares held through Honor Limited; (ii) 23,998,345 Shares held through Green Sailing (PTC) Limited; (iii) 4,316,000 Shares held through Greenshield Corporation; (iv) 202,000 Shares held through Easycorps Group Limited; and (v) 76,000,000 Shares held through Tian Family Investment Pte Ltd., being corporations controlled by Mr. Tian), representing approximately 40.20% of the total issued Shares as at the Latest Practicable Date.

Saved as disclosed above, Mr. Tian (i) has no relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (ii) did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; and (iii) there are no other matters which need to be brought to the attention of the shareholders of the Company in relation to the re-election of Mr. Tian and there is no other information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Mr. Wu Xu (“Mr. Wu”)

Mr. Wu Xu (吳旭), aged 45, 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 Green Life Service.

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).

The Company entered into a service contract with Mr. Wu on 28 March 2024 for a term of three years commencing from 28 March 2024, 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, being eligible, offers himself for the re-election. Mr. Wu's is entitled to a director's fee of RMB1,080,000 per annum, which 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.

As at the Latest Practicable Date, Mr. Wu is interested in 2,924,000 shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571, Laws of Hong Kong)), representing approximately 0.71% of the entire issued share capital of the Company.

Save as disclosed above, Mr. Wu has confirmed that as at the Latest Practicable Date, (i) has no relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (ii) did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; and (iii) there are no other matters which need to be brought to the attention of the shareholders of the Company in relation to the re-election of Mr. Wu and there is no other information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

NON-EXECUTIVE DIRECTOR

Mr. Liu Yong (“Mr. Liu”)

Mr. Liu Yong, aged 46, was appointed as a non-executive Director of the Company since 8 June 2022. He completed his correspondence study of Finance in Peking University in July 2003. Mr. Liu Yong served as human resources manager of Anhui Guoxun Education Technology Co., Ltd. (安徽國訊教育科技有限責任公司) from 2001 to 2005, recruitment and training manager of Anhui Xinhua Group (安徽新華集團) from 2005 to 2006. Since 2006, he has worked in Anhui Jindadi Investment Holding Co., Ltd. (安徽金大地投資控股有限公司) (“**Anhui Jindadi**”), in which he was the human resources manager from 2006 to 2014; the general manager assistant and human resources administration director from 2014 to 2015, the deputy general manager and is also in charge of Anhui Xindi Ruiyi Property Services Co., Ltd. (安徽新地銳意物業服務有限公司) (“**Xindi Ruiyi**”) from 2015 to 2021. He has been the real estate sector general manager of Anhui Jindadi since 2021 and is in charge of Xindi Ruiyi. Xindi Ruiyi is an indirect wholly-owned subsidiary of the Company.

Mr. Liu has entered into an appointment letter with the Company for a period of three years with effect from 8 June 2022 and is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles. Mr. Liu, being eligible, offers himself for the re-election. Mr. Liu will not receive any remuneration for serving as a Director of the Company. For the year ended 31 December 2023, Mr. Liu did not receive any remuneration from the Group.

Mr. Liu did not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Liu has confirmed that as at the Latest Practicable Date, (i) has no relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (ii) did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; and (iii) there are no other matters which need to be brought to the attention of the shareholders of the Company in relation to the re-election of Mr. Liu and there is no other information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The following set out the details of Ms. Xue Yuan and Ms. Liu Yan, the Directors who shall hold office until the AGM and be eligible for re-election.

EXECUTIVE DIRECTOR

Ms. Xue Yuan (“Ms. Xue”)

Ms. Xue, aged 41, joined the Company in August 2021. She was the vice president and chief human resources officer, and is currently the vice president and chief financial officer. Prior to her joining, Ms. Xue has held various positions under Landsea Group since February 2004, including the chief financial officer, the assistant to general manager and the director of human resources and administration of the Shanghai branch of Landsea Green Management, the deputy general manager and the finance director of long-term rental apartment division of Landsea Group and the person in charge of the support platform for our innovative business.

Ms. Xue obtained a Bachelor’s Degree in management from Nanjing Audit University in June 2004, with the accountant certification of intermediate level from the Ministry of Human Resources and Social Security and the Ministry of Finance of the PRC.

The Company entered into an appointment letter with Ms. Xue on 28 March 2024 for a term of three years commencing from 28 March 2024, 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 in accordance with the articles. Ms. Xue, being eligible, offers herself for the re-election. Ms. Xue is entitled to a director’s fee of RMB750,000 per annum, which 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.

As at the date of this announcement, Ms. Xue is deemed to be interested in 296,000 shares of the Company within the meaning of Part XV of the SFO, representing approximately 0.07% of the entire issued share capital of the Company.

Saved as disclosed above, Ms. Xue (i) has no relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (ii) did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; and (iii) there are no other matters which need to be brought to the attention of the shareholders of the Company in relation to the appointment of Ms. Xue and there is no other information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NON-EXECUTIVE DIRECTOR**Ms. Liu Yan (“Ms. Liu”)**

Ms. Liu, aged 47, joined the Company on 28 March 2024 and is responsible for strategic human resources work. Prior to her joining, Ms. Liu held various positions under Landsea Group, including headquarter office director of Landsea Green Management, assistant to the president and general manager of the human resources administration centre, assistant to the president of Landsea Group and the chief human resources officer and office director.

Ms. Liu obtained a Bachelor’s Degree in business management from the Nanjing Tech University in July 1998 and an EMBA Master’s Degree from CEIBS in August 2021, with the economist certification of intermediate level from the Ministry of Human Resources and Social Security of the PRC.

The Company entered into an appointment letter with Ms. Liu on 28 March 2024 for a term of three years commencing from 28 March 2024, subject to termination by not less than one month 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 in accordance with the articles. Ms. Liu, being eligible, offers herself for the re-election. Ms. Liu will not receive any remuneration for serving as a Director of the Company.

As at the date of this announcement, Ms. Liu is not interested in the Shares within the meaning of Part XV of the SFO.

Saved as disclosed above, Ms. Liu (i) has no relationship with any Directors, senior management, substantial or controlling shareholders of the Company; (ii) did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; and (iii) there are no other matters which need to be brought to the attention of the shareholders of the Company in relation to the re-election of Ms. Liu and there is no other information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) 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 Friday, 14 June 2024 at 4 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 2023.
2.
 - (i) To re-elect Mr. Tian Ming as executive director of the Company.
 - (ii) To re-elect Mr. Wu Xu as executive director of the Company.
 - (iii) To re-elect Mr. Liu Yong as non-executive director of the Company.
 - (iv) To re-elect Ms. Xue Yuan as executive director of the Company.
 - (v) To re-elect Ms. Liu Yan as non-executive director of the Company.
 - (vi) To authorize the board of directors (the “**Board**”) of the Company to fix the Directors’ remuneration.

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

ORDINARY RESOLUTIONS

3. “**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/or to resell treasury shares of the Company (if permitted under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)) 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 together with the treasury shares of the Company resold (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 (excluding treasury shares) 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

4. **“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 (excluding treasury shares) 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.”
5. **“THAT** conditional upon resolutions numbered 3 and 4 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with additional Shares and/or to resell treasury shares of the Company (if permitted under the Listing Rules), and to make or grant offers, agreements, and options which might require the exercise of such powers pursuant to resolution numbered 3 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 4 above, provided that such number shall not exceed 10% of the aggregate number of the issued Shares of the Company (excluding treasury shares) as at the date of passing the resolution.”

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

Hong Kong, 29 April 2024

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 Tuesday, 11 June 2024 to Friday, 14 June 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 Friday, 7 June 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 Articles of the Company. A proxy need not be a member of the Company but must be present in person to represent the member. 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, Mr. Wu Xu, Mr. Liu Yong, Ms. Xue Yuan and Ms. Liu Yan shall retire from the office of directorship and shall offer themselves 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 29 April 2024.
6. In case the venue is being closed on the date of meeting, 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.
7. As at the date of this notice, the Board comprises three executive Directors, namely Mr. Tian Ming, Mr. Wu Xu and Ms. Xue Yuan, two non-executive Directors, namely Mr. Liu Yong and Ms. Liu Yan, and three independent non-executive Directors, namely Ms. Lu Mei, Dr. Chen Kevin Chien-wen and Ms. Katherine Rong Xin.