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**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 Management 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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**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)**

**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 Management Limited to be held at Landsea Green Center, Building 5, Lane 280, Linhong Road, Changning District, Shanghai, China on Friday, 14 June 2024 at 9:00 a.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.

29 April 2024

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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 Friday, 14 June 2024 at 9:00 a.m. or any adjournment thereof
“Board”	the board of Directors
“Business Day”	a day (other than Saturday, Sunday or public holiday and any day on which a tropical cyclone warning no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which banks in Hong Kong are generally open for business and the Stock Exchange is open for business of dealing in securities
“Bye-Laws”	the bye-laws of the Company currently in force
“Companies Act”	the Companies Act 1981 of Bermuda (as amended from time to time)
“Company”	Landsea Green Management Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 106)
“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

## DEFINITIONS

“Landsea Group”	Landsea Group Co., Ltd.* (朗詩集團股份有限公司), the controlling Shareholder 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 share(s) of HK\$0.01 each in the existing share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

\* *for identification purpose only*



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)**

*Executive Directors:*

Mr. Tian Ming (*Chairman*)

Mr. Huang Zheng (*Chief Executive Officer*)

*Non-Executive Directors:*

Ms. Gu Jing

*Independent Non-Executive Directors:*

Mr. Xu Xiaonian

Mr. Chen Tai-yuan

Mr. Rui Meng

*Registered Office:*

Clarendon House

2 Church Street

Hamilton, HM 11

Bermuda

*Head Office and Principal Place of*

*Business in Hong Kong:*

Unit 406, 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) ordinary resolutions in relation to the Issue Mandate, the Repurchase Mandate and (ii) the ordinary resolutions 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 Bermuda law or its Bye-Laws 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 4,722,307,545 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 944,461,509 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 six Directors, namely Mr. Tian Ming, Mr. Huang Zheng, Ms. Gu Jing, Mr. Xu Xiaonian, Mr. Chen Tai-yuan and Mr. Rui Meng.

Pursuant to Bye-law 87 of the Bye-Laws, Mr. Huang Zheng, Ms. Gu Jing and Mr. Rui Meng shall retire from office as Directors by rotation at the AGM and, being eligible, offer themselves for re-election.

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

### Procedure and Process for Nomination of Directors

The nomination committee of the Company (the “**Nomination Committee**”) will recommend to the Board for the appointment of a Director including an independent non-executive Director in accordance with the following selection criteria and nomination procedures:

## LETTER FROM THE BOARD

### *Selection Criteria*

The criteria to be applied in considering whether a candidate is qualified shall be his or her ability to devote sufficient time and attention to the affairs of the Company and contribute to the diversity of the Board as well as the effective carrying out by the Board of the responsibilities which, in particular, are set out as follows:

- (a) participating in Board meetings to bring an independent judgment on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conducts;
- (b) taking the lead where potential conflicts of interests arise;
- (c) serving on the audit committee of the Company (the “**Audit Committee**”), and the remuneration committee of the Company (the “**Remuneration Committee**”) and the Nomination Committee (in the case of candidate for non-executive Director) and other relevant Board committees, if invited;
- (d) bringing a range of business and financial experience to the Board, giving the Board and any committees on which he or she serves the benefit of his or her skills, expertise, and varied backgrounds and qualifications and diversity through attendance and participation in the Board/committee meetings;
- (e) scrutinising the Company’s performance in achieving agreed corporate goals and objectives, and monitoring the reporting of performance;
- (f) ensuring the committees on which he or she serves to perform their powers and functions conferred on them by the Board; and
- (g) conforming to any requirement, direction and regulation that may from time to time be prescribed by the Board or contained in the constitutional documents of the Company or imposed by legislation or the Listing Rules, where appropriate.

If the candidate is proposed to be appointed as an independent non-executive Director, his or her independence shall be assessed in accordance with, among other things, the factors as set out in Rule 3.13 of the Listing Rules, subject to any amendments as may be made by the Stock Exchange from time to time. Where applicable, the totality of the candidate’s education, qualifications and experience shall also be evaluated to consider whether he or she has the appropriate professional qualifications or accounting or related financial management expertise for filling the office of an independent non-executive Director with such qualifications or expertise as required under Rule 3.10(2) of the Listing Rules.

## LETTER FROM THE BOARD

### Nomination Procedures

1. The Nomination Committee and/or the Board may select candidates for directorship from various channels, including but not limited to internal promotion, redesignation, referral by other member of the management and external recruitment agents.
2. The Nomination Committee and/or the Board should, upon receipt of the proposal on appointment of new Director and the biographical information (or relevant details) of the candidate, evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship.
3. The Nomination Committee should then recommend to the Board to appoint the appropriate candidate for directorship, as applicable.
4. For any person that is nominated by a Shareholder for election as a Director at the general meeting of the Company, the Nomination Committee and/or the Board should evaluate such candidate based on the criteria as set out above to determine whether such candidate is qualified for directorship. Where appropriate, the Nomination Committee and/or the Board should make recommendation to Shareholders in respect of the proposed election of Director at the general meeting.

### Recommendation of the Nomination Committee

The Nomination Committee has assessed the independence of each of the independent non-executive Directors at its meeting held on 28 March 2024 including Mr. Rui Meng (“**Mr. Rui**”) based on reviewing his respective annual written confirmation of independence to the Company pursuant to Rule 3.10 of the Listing Rules and confirmed that he remain independent.

The Nomination Committee has also considered that Mr. Rui has extensive experience in the areas of finance and business administration, which will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity and other factors as set out in Appendix II to this circular. The Nomination Committee is satisfied that Mr. Rui has the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. The Board believed that his re-election as the independent non-executive Director would be in the best interests of the Company and its Shareholders as a whole.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that Mr. Rui stand for re-election as Director at the AGM.

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 (i) ordinary resolutions in relation to the Issue Mandate, the Repurchase Mandate; and (ii) the ordinary resolutions for re-electing 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 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.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders will be required to abstain from voting on the ordinary resolutions and the special resolution to be proposed at the AGM.

### RECOMMENDATION

The Directors consider that the (i) ordinary resolutions in relation to the Issue Mandate, the Repurchase Mandate; and (ii) the ordinary resolutions for re-electing 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.

### 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 Management 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 4,722,307,545 Shares. Subject to the passing of the resolution for repurchase of Shares 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 472,230,754 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 Bye-Laws, and the laws of Bermuda, 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 Bye-Laws, the laws of Bermuda and any other applicable laws, including capital paid upon the Shares to be repurchased, profits otherwise available for distribution and sums standing to either the share premium account or contributed surplus account 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 <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2023</b>		
April	0.145	0.104
May	0.126	0.098
June	0.158	0.108
July	0.119	0.102
August	0.105	0.062
September	0.108	0.070
October	0.102	0.070
November	0.074	0.063
December	0.072	0.064
<b>2024</b>		
January	0.064	0.040
February	0.109	0.067
March	0.082	0.055
April (up to the Latest Practicable Date)	0.072	0.048

## 7. UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their 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 and the applicable laws of Bermuda.

## 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 ("**Mr. Tian**"), Chairman and an executive Director, being the controlling Shareholder, is interested and deemed to be interested in 2,764,347,366 Shares (including (i) 8,901,500 Shares held personally, (ii) 376,017,785 Shares held through Easycorps Group Limited, a company wholly and beneficially owned by Mr. Tian, (iii) 2,011,513,187 Shares held through Greensheid Corporation ("**Greensheid**"), and (iv) 367,914,894 Shares held through Landsea International Holdings Limited ("**Landsea International**"), Greensheid is wholly-owned by Landsea International, which is in turn wholly-owned by Landsea Group and Mr. Tian is the controlling shareholder of Landsea Group), representing approximately 58.53% 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 58.53% to approximately 65.04% of the issued share capital of the Company. Such increase would not 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 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 Directors, who will retire and, being eligible, offer themselves for re-election at the AGM.

### EXECUTIVE DIRECTOR

#### Mr. Huang Zheng (“Mr. Huang”)

Aged 41, was appointed as an executive director and chief executive officer of the Company on 27 March 2020. He is also a member of the ESG Committee. He graduated from Wuhan University in 2004, where he obtained a bachelor degree of law and Sociology. He also received a master degree in Sociology from the Law School of Tsinghua University in 2007. Mr. Huang had worked for Huarun (Dalian) Co., Ltd., CITIC Real Estate Co., Ltd. and Hailiang Group Co., Ltd. as the sales manager and general manager respectively. He has extensive experience in sales and marketing and operation management in real estate industry. Mr. Huang joined the Company in 2019 and served as the vice president.

The Company entered into a service contract with Mr. Huang on 27 March 2023 for a term of three years commencing from 27 March 2023. He is subject to retirement by rotation and re-election at least once every three years in accordance with the Bye-Laws. Mr. Huang, being eligible, offers himself for the re-election. Mr. Huang is entitled to a director’s fee of RMB1,000,000 per annum, which is determined by the Board with reference to the recommendation of the Remuneration Committee based on his duties and responsibilities, remuneration benchmark in the industry and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Huang is interested in 20,000,000 restricted Shares granted by the Company pursuant to the Share Award Scheme within the meaning of Part XV of the SFO.

Save as disclosed, as at the latest practicable date, Mr. Huang (i) has not held any other directorships at present or in the last three years in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined under the Listing Rules) of the Company; (iii) does not hold any other office in the Company or any subsidiaries of the Company; and (iv) does not have any other major appointments and professional qualifications.

Save for the information disclosed above, Mr. Huang confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there are no other matters in relation to his standing for re-election as Director that need to be brought to the attention of the Shareholders.

**NON-EXECUTIVE DIRECTOR****Ms. Gu Jing (“Ms. Gu”)**

Aged 49, is currently the board secretary of Landsea Group. She joined Landsea Group in 2007 and served as the accounting department manager and tax department manager of Financial Management Center, assistant of the general manager and officer of the board of directors of Landsea Group. Ms. Gu obtained a bachelor degree of accounting from Nanjing University of Science and Technology. She is a Certified Public Accountant and a Certified Tax Agent in China.

Ms. Gu has signed an appointment letter issued by the Company on 31 August 2022 for the appointment as a non-executive Director for a term of three years commencing from 31 August 2022. She is subject to retirement by rotation and re-election at least once every three years in accordance with the Bye-Laws. Ms. Gu, being eligible, offers herself for the re-election. The appointment of Ms. Gu can be terminated by the Company or Ms. Gu with one month’s notice in writing. Ms. Gu is not entitled to any director’s fee as a non-executive Director.

As at the latest practicable date, Ms. Gu is interested in 36,000 shares of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Cap 571, Laws of Hong Kong)).

Save as disclosed, as at the latest practicable date, Ms. Gu (i) has not held any other directorships at present or in the last three years in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined under the Listing Rules) of the Company; (iii) does not hold any other office in the Company or any subsidiaries of the Company; and (iv) does not have any other major appointments and professional qualifications.

Save for the information disclosed above, Ms. Gu confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there are no other matters in relation to her standing for re-election as Director that need to be brought to the attention of the Shareholders.

**INDEPENDENT NON-EXECUTIVE DIRECTOR****Mr. Rui Meng (“Mr. Rui”)**

Aged 56, was appointed as an independent non-executive Director on 27 May 2019. He is the chairman of the Audit Committee and a member of each of the Remuneration Committee, the Nomination Committee and the ESG Committee. Mr. Rui graduated from University of International Relations (國際關係學院) in the PRC in July 1990, where he obtained a bachelor degree in international economics. He also received a master of science in economics from Oklahoma State University in the United States as well as a master of business administration and a doctor of philosophy in business administration from the University of Houston in the United States in May 1993, December 1996 and August 1997 respectively. Mr. Rui has been a Professor of Finance and Accounting at CEIBS since January 2012, and has held the title of Zhongkun Group Chair in Finance at CEIBS from October 2015 to May 2019 and Parkland Chair in Finance at CEIBS from May 2019. Mr. Rui has been professionally designated as a Certified Financial Analyst by the Association for Investment Management and Research since September 2000 and a Financial Risk Manager by the Global Association of Risk Professionals since April 2010.

He serves as an independent non-executive director and the chairman of the audit committee, and a member of each of remuneration committee and nomination committee of Dexin Services Group Limited (stock code: 2215; a company listed on the main board of the Stock Exchange) since June 2021 and an independent non-executive director and the chairman of the audit committee of China Education Group Holdings Limited (stock code: 839; a company listed on the main board of the Stock Exchange) and he has been appointed as an independent non-executive director, chairman of the audit committee and a member of the nomination committee of Country Garden Services Holdings Company Limited (stock code: 6098; a company listed on the main board of the Stock Exchange) since May 2018. Mr. Rui also serves as an independent non-executive director of Sichuan Languang Justbon Services Group Co., Ltd. (a company formerly listed on the main board of the Stock Exchange and withdrew its listing status on 19 August 2021) from 17 June 2021 to 19 August 2021. Mr. Rui has been an independent non-executive director and a member of the audit committee of Shang Gong Group Co., Ltd. (上工申貝(集團)股份有限公司) (stock code: 600843; a company listed on the Shanghai Stock Exchange) from June 2017 to June 2023, an independent non-executive director and a member of the audit committee of COSCO Shipping Energy Transportation Co., Ltd. (stock code: 1138 and stock code: 600026; a company listed on both the main board of the Stock Exchange and the Shanghai Stock Exchange respectively) from June 2015 to June 2021 and an independent non-executive director and the chairman of the audit committee of Midea Group (美的集團股份有限公司) (stock code: 000333; a company listed on the Shenzhen Stock Exchange) from September 2015 to September 2018 and an independent director and the chairman of the audit committee of Shanghai Winner Information Technology Co., Inc. (上海匯納信息科技股份有限公司) (stock code: 300609; a company listed on the Shenzhen Stock Exchange) from December 2015 to September 2020.

Mr. Rui has signed an appointment letter issued by the Company on 31 March 2022 for a term of three years with effect from 27 May 2022. He is subject to retirement by rotation and re-election at least once every three years in accordance with the Bye-Laws. Mr. Rui, being eligible, offers himself for the re-election. The appointment of Mr. Rui as an independent non-executive Director can be terminated by the Company or Mr. Rui with one month's notice in writing. Mr. Rui is entitled to a director's fee of RMB300,000 per annum, which is determined by the Board with reference to his duties and responsibilities, remuneration benchmark in the industry and the prevailing market conditions and based on the recommendation of the Remuneration Committee.

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

Save as disclosed, as at the latest practicable date, Mr. Rui (i) has not held any other directorships at present or in the last three years in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined under the Listing Rules) of the Company; (iii) does not hold any other office in the Company or any subsidiaries of the Company; and (iv) does not have any other major appointments and professional qualifications.

Save for the information disclosed above, Mr. Rui confirmed that there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there are no other matters in relation to his standing for re-election as Director that need to be brought to the attention of the Shareholders.



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 IS HEREBY GIVEN THAT** an Annual General Meeting 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 Friday, 14 June 2024 at 9:00 a.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. Huang Zheng as director of the Company.
  - (ii) To re-elect Ms. Gu Jing as director of the Company.
  - (iii) To re-elect Mr. Rui Meng as director of the Company.
  - (iv) To authorize the board of directors (the “**Board**”) of the Company to fix the Directors’ remuneration.
3. To re-appoint Baker Tilly Hong Kong Limited 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 and special resolution:

**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/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 bye-laws of the Company (“**Bye-Laws**”); 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 Bye-Laws or any applicable law of Bermuda 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 (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 Bye-laws or any applicable law of Bermuda 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.”

## NOTICE OF ANNUAL 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/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 5 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 (excluding treasury shares) as at the date of passing the resolution.”

By Order of the Board  
**Landsea Green Management Limited**  
**Gao Yuan**  
*Company Secretary*

Hong Kong, 29 April 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, 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 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. 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. Huang Zheng, Ms. Gu Jing and Mr. Rui Meng shall retire from the office of directorship and shall offer themselves for re-election in accordance with the Company’s Bye-Laws. Details of the retiring Directors 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 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.
7. 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.