

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Landsea Green Life Service Company Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Landsea Green Life Service Company Limited

朗詩綠色生活服務有限公司

(Incorporated in Cayman Islands with limited liability)

(stock code: 1965)

PROPOSED APPOINTMENT OF AUDITOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting (the “EGM”) of Landsea Green Life Service Company Limited (the “Company”) to be held at 10th Floor, Hongxin Building, No. 98 Jianye Road, Qinhuai District, Nanjing, China on Wednesday, 24 July 2024 at 10:00 a.m. is set out on pages EGM-1 to EGM-2 of this circular.

Whether or not you intend to attend and/or vote at the EGM 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 EGM is not necessary for the purpose of exercising voting rights. The Company advises Shareholders to appoint the chairman of the EGM as their proxy to vote on the relevant resolution(s) as an alternative to attending the EGM in person.

8 July 2024

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DEFINITIONS

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

“Announcements”	the announcements respectively dated 24 May 2024 and 4 July 2024 made by the Company in relation to the proposed appointment of auditor
“Articles”	the articles of association of the Company as amended from time to time
“Audit Committee”	the audit committee of the Company
“Baker Tilly”	Baker Tilly Hong Kong Limited
“Board”	the board of Directors
“Company”	Landsea Green Life Service Company Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the main board of the Stock Exchange (stock code: 1965)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at 10th Floor, Hongxin Building, No. 98 Jianye Road, Qinhuai District, Nanjing, China on Wednesday, 24 July 2024 at 10:00 a.m. for the Shareholders to consider and, if thought fit, to approve the appointment of Baker Tilly as the auditor of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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

Mr. Alfred Shu Shum Lai

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

8 July 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED APPOINTMENT OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

References are made to the Announcements.

The purpose of this circular is to provide you with information in respect of the ordinary resolution to be proposed to seek approval of the Shareholders at the EGM for the appointment of auditor of the Company.

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF AUDITOR

As disclosed in the Announcements, PricewaterhouseCoopers retired as the auditor of the Company at the conclusion of the annual general meeting of the Company held on 14 June 2024.

The Board has resolved, with the recommendation from the Audit Committee, to propose the appointment of Baker Tilly as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company.

The Audit Committee has considered a number of factors in assessing the appointment of Baker Tilly including but not limited to (i) the competence and calibre of Baker Tilly including its audit experience in handling audit work for companies listed on the Stock Exchange, and its familiarity with the requirements under the Listing Rules; (ii) its independence and objectivity; (iii) the background and capability of its team; (iv) its reputation in the market; (v) its fee quote and audit proposal; and (vi) the guidelines issued by the Accounting and Financial Reporting Council.

Based on the above, the Audit Committee has assessed and considered Baker Tilly independent, competent and capable to act as the auditor of the Company. The Audit Committee and the Board are of the view that (a) the audit fees proposed by Baker Tilly is commensurate with the extent of audit work required; (b) Baker Tilly possesses the necessary knowledge and expertise required for the Group's audit work; (c) the resources to be allocated by Baker Tilly to the audit engagement, including expertise and time, are sufficient and appropriate; and (d) Baker Tilly is independent, competent and capable (including manpower, expertise, time and other resources) to perform a high-quality audit for the financial year ending 31 December 2024.

The appointment of Baker Tilly is subject to consideration and approval by the Shareholders at the EGM.

THE EGM

Set out on pages EGM-1 to EGM-2 of this circular is a notice convening the EGM to consider and, if appropriate, to approve the ordinary resolution relating to the appointment of Baker Tilly as the auditor of the Company.

A form of proxy for use at the EGM is enclosed herewith. Whether or not you intend to attend and/or vote at the EGM 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 EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

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 EGM 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 appointment of Baker Tilly as the auditor of the Company would be in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution to be proposed at the EGM as set out in the notice of the EGM.

RESPONSIBILITY STATEMENT

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

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
Executive Director and Chairman of the Board

NOTICE OF EXTRAORDINARY 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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Landsea Green Life Service Company Limited (the “**Company**”) will be held at 10th Floor, Hongxin Building, No. 98 Jianye Road, Qinhuai District, Nanjing, China on Wednesday, 24 July 2024 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company.

ORDINARY RESOLUTION

1. To appoint Baker Tilly Hong Kong Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the board of directors of the Company to fix its remuneration.

By Order of the Board

Landsea Green Life Service Company Limited

Tian Ming

Executive Director and Chairman of the Board

Hong Kong, 8 July 2024

Notes:

- (1) 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.
- (2) A form of proxy for use at the above meeting is enclosed.
- (3) 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.
- (4) 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

As at the date of this notice, the board of directors of the Company comprises Mr. Tian Ming, Mr. Wu Xu and Ms. Xue Yuan as executive directors, Mr. Liu Yong and Ms. Liu Yan as non-executive directors, and Ms. Lu Mei, Mr. Alfred Shu Shum Lai and Ms. Katherine Rong Xin as independent non-executive directors.