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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)

(the “Company”)

INSIDE INFORMATION

CONSENT SOLICITATION IN RELATION TO

10.75% SENIOR NOTES DUE 2024 (ISIN: XS2543125335, COMMON CODE: 254312533)

(THE “NOTES”)

**MODIFICATIONS TO THE CONSENT SOLICITATION, THE PROPOSED
AMENDMENTS AND WAIVERS AND THE EXPECTED TIMETABLE**

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 30 September 2024 and 18 October 2024 (the “**Announcements**”) and the consent solicitation statement dated 30 September 2024 (the “**Original Consent Solicitation Statement**”), as amended and supplemented by a supplemental consent solicitation statement dated 22 October 2024 (the “**Supplemental Consent Solicitation Statement**”, and, together with the Original Consent Solicitation Statement, the “**Consent Solicitation Statement**”) in relation to the Consent Solicitation. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Announcements and Consent Solicitation Statement.

MODIFICATIONS TO THE CONSENT SOLICITATION AND THE PROPOSED AMENDMENTS AND WAIVERS

The Company hereby announces that, with immediate effect, the Expiration Date has been extended to 4:00 p.m., London Time, on 18 December 2024 (the “**Extended Expiration Date**”) to provide additional time for the Eligible Holders to deliver their Consents. Correspondingly, the Effective Date is changed from 23 October 2024 to the date falling three business days after the Extended Expiration Date (the “**Effective Date**”), which is currently expected to be 23 December 2024.

With immediate effect, the Company hereby announces certain modifications are also made to the Proposed Amendments and Waivers. For details of the modifications, please refer to the Supplemental Consent Solicitation Statement sent to the Eligible Holders on the date hereof. To the extent that the Original Consent Solicitation Statement is inconsistent with the Supplemental Consent Solicitation Statement, the terms of the Supplemental Consent Solicitation Statement shall prevail.

REVISED EXPECTED TIMETABLE

As a result of the modifications set forth above and to provide sufficient time for Eligible Holders to deliver their Consents, the Company hereby announces a revision to the expected timetable for the Consent Solicitation. The following summarizes the revised expected timetable for the Consent Solicitation. The revised expected timetable below supersedes the timetable for the Consent Solicitation previously provided in the Original Consent Solicitation Statement.

Event	Time and Date	Description
Record Date	27 September 2024.	Only Eligible Holders of record as of the Record Date are eligible to consent to the Proposed Amendments and Waiver.
Commencement Date	30 September 2024.	Commencement and announcement of the Consent Solicitation on the terms and subject to the conditions set forth in the Consent Solicitation Statement.

Event	Time and Date	Description
Revocation Deadline	4:00 p.m., London time, on 29 October 2024.	Eligible Holders who have voted in favour of the Consents on or prior to the date of the Supplemental Consent Solicitation Statement may revoke their instructions by submitting a revocation instruction to Euroclear or Clearstream, via their custodian if applicable, at or prior to the Revocation Deadline.
Consent Date	The receipt of the Requisite Consents by the Information and Tabulation Agent who then certifies to the Trustee and us that the Requisite Consents have been received as of 4:00 p.m., London Time on such date.	Immediately after the Consent Date, we may proceed to execute and deliver to the Trustee the Amended and Restated Indenture with respect to the Notes giving effect to the Proposed Amendments and Waivers on the Effective Date.
Extended Expiration Date	4:00 p.m., London Time, 18 December 2024, unless extended or earlier terminated by the Company from time to time in its sole discretion.	Consents must be received on or prior to the Extended Expiration Date. No consent fee will be payable for each Consent received.
Effective Date	The date falling three business days after the Extended Expiration Date and the date on which we, the Subsidiary Guarantors and the Trustee execute the Amended and Restated Indenture with respect to the Proposed Amendments and Waivers, which is currently expected to be 23 December 2024.	Once the Amended and Restated Indenture has been duly executed, the Proposed Amendments and Waivers will be effective and binding on all holders of the Notes, including non-consenting holders.

THE DEADLINES SET BY ANY INTERMEDIARY OR CLEARING SYSTEM MAY BE EARLIER THAN THE DEADLINE MENTIONED ABOVE.

Except as set forth above and in the Supplemental Consent Solicitation Statement, all other terms and conditions of the Consent Solicitation as set out in the Original Consent Solicitation Statement shall remain unchanged. Due to the modifications set forth above, Eligible Holders who have voted in favour of the Consents on or prior to the date of the Supplemental Consent Solicitation Statement may revoke their instructions by submitting a revocation instruction to Euroclear or Clearstream, via their custodian if applicable, at or prior to 4:00 p.m., London time, on 29 October 2024 (the “**Revocation Deadline**”). If no revocation instruction was received from such Eligible Holders via Euroclear or Clearstream on or prior to the Revocation Deadline, their instructions will remain valid and irrevocable after the Revocation Deadline. Eligible Holders who have already validly voted in favour of the Consents and do not wish to revoke their instructions do not need to take any action.

Eligible Holders who did not vote in favour of or have not voted to support the Consents are urged to submit or re-submit their instructions in favour of the Consents on or prior to the Extended Expiration Date in accordance with the terms and conditions set forth in the Consent Solicitation Statement (including, where applicable, through the clearing systems in accordance with the procedures of, and prior to the deadline specified by, the relevant clearing systems).

FURTHER DETAILS

For further discussion of the Proposed Amendments and Waivers, the implications of or other detailed information about the Consent Solicitation, please refer to the Announcements and the Consent Solicitation Statement.

An Eligible Holder (or a beneficial owner that is not an Eligible Holder) may contact the Information and Tabulation Agent for the Consent Solicitation and all documentation relating to the Consent Solicitation and any updates will be available from the Information and Tabulation Agent (email: landsea@dfkingltd.com or at the following website: <https://clients.dfkingltd.com/landsea> or telephone: +852 3953 7208 (Hong Kong)/+44 20 7920 9700 (London, United Kingdom)) or his/her/its broker, dealer, bank, trust company or other nominee for assistance concerning the Consent Solicitation.

GENERAL

This announcement is not a solicitation of consent with respect to the Notes. The Consent Solicitation is being made solely pursuant to the Consent Solicitation Statement and related documents, which set forth in detail the terms of the Consent Solicitation. Holders should not rely solely on this announcement. All statements contained herein are qualified by the Consent Solicitation Statement.

The distribution of this announcement in certain jurisdictions may be restricted by law. Persons into whose possession of this announcement comes are required to inform themselves about, and to observe, any such restrictions. Forward-looking statements in this announcement, including, among others, statements relating to the Consent Solicitation are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve risks, uncertainties and assumptions and are difficult to predict with any precision. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for the Notes, changes in the business and financial condition of the Group, changes in the real estate or infrastructure industries and changes in the financial and capital markets in general.

As there is no assurance that the Requisite Consents will be obtained, Shareholders, Holders and potential investors are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 22 October 2024

As at the date of this announcement, 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. Chen Tai-yuan, Mr. Rui Meng and Mr. Xie Cilog.