

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OR TO “U.S. PERSONS” (AS DEFINED IN REGULATION S UNDER THE U.S. SECURITIES ACT OF 1933) OR IN ANY OTHER JURISDICTION IN WHICH SUCH RELEASE, PUBLICATION OR DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW.

This announcement is for information purposes only and is not an offer to purchase, a solicitation of an offer to purchase, or a solicitation of an offer to sell, any securities and neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. This announcement does not constitute, and may not be used in connection with, any form of offer or solicitation in any place where such offers or solicitations are not permitted by law. This announcement is not for release, publication or distribution in or into, or to any person resident and/or located in, any jurisdiction where such release, publication or distribution is unlawful.

This announcement does not constitute an offer to sell or the solicitation of an offer to purchase any securities in the United States or to U.S. Persons or in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No securities may be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer and management, as well as financial statements. No public offering of securities is to be made by the Company in the United States.

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



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

COMPLETION OF CONSENT SOLICITATION IN RELATION TO

**10.75% SENIOR NOTES DUE 2024 (ISIN: XS2543125335, COMMON CODE: 254312533)
(THE “NOTES”)**

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 announcement of the Company dated 30 September 2024, 18 October 2024, 22 October 2024 and 19 December 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.

COMPLETION OF CONSENT SOLICITATION IN RELATION TO THE NOTES

The Company is pleased to announce that, on 23 December 2024, all conditions precedent to the Consent Solicitation have been fulfilled and the Consent Solicitation has been completed. The amended and restated indenture with respect to the Notes (the “**Amended and Restated Indenture**”) giving effect to the Proposed Amendments and Waivers was executed on 23 December 2024 (the “**Effective Date**”).

Following the execution of the Amended and Restated Indenture, the Notes bear interest at a rate of 3.0% per annum and will mature on December 23, 2033. From and after the Effective Date, each present and future holder of the Notes is bound by the terms of the Amended and Restated Indenture.

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.

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, 23 December 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.