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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)

**(1) CHANGE OF EXECUTIVE DIRECTOR AND
COMPOSITION OF BOARD COMMITTEES;
(2) CHANGE OF AUTHORISED REPRESENTATIVE; AND
(3) DIVERSITY OF BOARD MEMBERS UNDER RULE 13.92 OF
THE LISTING RULES**

The Board announces that with effect from 31 December 2024:

- (1) Mr. Tian Ming has resigned as an executive Director and ceased to be the chairman of the Board and the chairman of the ESG Committee;
- (2) Mr. Huang Zheng has resigned as an executive Director, a member of the ESG Committee and the Authorised Representative;
- (3) Ms. Gu Jing has resigned as a non-executive Director;
- (4) Mr. Zhou Kunpeng has been appointed as an executive Director, the chairman of the Board, the chairman of the ESG Committee and the Authorised Representative; and
- (5) Mr. Li Huanbin has been appointed as a non-executive Director.

RESIGNATION OF DIRECTORS

The board (the “**Board**”) of directors (the “**Director(s)**”) of Landsea Green Management Limited (the “**Company**”) hereby announces:

- (i) Mr. Tian Ming (“**Mr. Tian**”) has resigned as an executive Director and ceased to be the chairman of the Board with effect from 31 December 2024 as he would like to devote more time to his other personal endeavours;
- (ii) Mr. Huang Zheng (“**Mr. Huang**”) has resigned as an executive Director and ceased to act as the authorised representative (“**Authorised Representative**”) as required under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) with effect from 31 December 2024 as Mr. Huang would like to focus on the day-to-day operations and business development of the Company, and to minimize role overlap and facilitate better implementation of the Board’s strategic decisions to enhance management efficiency and execution. Mr. Huang will retain his position as the chief executive officer of the Company; and
- (iii) Ms. Gu Jing (“**Ms. Gu**”) has resigned as a non-executive Director with effect from 31 December 2024 as she would like to devote more time to her other personal endeavours.

Each of Mr. Tian, Mr. Huang and Ms. Gu has confirmed that he/she has no disagreement with the Board and there are no other matters in relation to his/her resignation that need to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board would like to express its sincere gratitude to Mr. Tian, Mr. Huang and Ms. Gu for their valuable contributions and support to the Company during their tenure of office.

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Zhou Kunpeng (“**Mr. Zhou**”) has been appointed as an executive Director, the chairman of the Board and the Authorised Representative with effect from 31 December 2024.

Mr. Zhou, aged 48, is currently the chairman and the legal representative of Landsea Group Co., Ltd., the controlling shareholder (as defined under the Listing Rules) of the Company and the vice president of the Company. He is primarily responsible for the management of manpower and administration, customer service and reverse review of the Company. Mr. Zhou joined the Company in April 2007 as the deputy director of the president’s office. From May 2008 to October 2020, Mr. Zhou held various positions such as office director, compliance officer, customer-service director, general project manager, deputy general manager, standing deputy general manager and general manager of regional companies, mainly responsible for manpower and administration, customer relationship, operation and management of various projects and regional companies. Since October 2020, Mr. Zhou has been the vice president of the Company, responsible for the management of manpower and administration, customer service and reverse review. In January 2024, Mr. Zhou was appointed as the person in charge of supply chain management, while his other duties remained unchanged.

Mr. Zhou obtained a Bachelor's Degree in economics from Anhui Finance and Trade College* (安徽財貿學院) in 1997 and an executive master of business administration (EMBA) from China Europe International Business School in September 2019.

The Company entered into a service contract with Mr. Zhou on 31 December 2024 for a term of three years commencing from 31 December 2024, subject to termination by not less than one month's 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 bye-laws of the Company (the “**Bye-laws**”). Pursuant to the service contract, Mr. Zhou is entitled to receive a fixed director's emolument of HK\$100,000 per annum, which was recommended by the remuneration committee of the Company (the “**Remuneration Committee**”) with reference to his duties and responsibilities, the industry remuneration standards and the prevailing market conditions and approved by the Board.

As at the date of this announcement, Mr. Zhou is interested in 21,333,022 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the “**SFO**”).

As at the date of this announcement, Mr. Zhou (i) does not hold any other position in the Company or any subsidiaries of the Company; (ii) has no relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company; (iii) has not held at present and did not in the last three years hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) does not have any other major appointments and professional qualifications.

Save as disclosed herein, 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 Mr. Zhou 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 under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

The Board would like to extend its warm welcome to Mr. Zhou as an executive Director of the Company.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Li Huanbin (“**Mr. Li**”) has been appointed as a non-executive Director with effect from 31 December 2024.

Mr. Li, aged 61, has extensive experience in the banking and real estate industries. Mr. Li served as section chief and director at the Bank of China Huainan Branch in 1988 and vice president of Bank of China Chizhou Branch in 2008, then he worked as department general manager and president of Hefei City Sub-branch of Shanghai Pudong Development Bank in 2009. Mr. Li has been the deputy general manager of Anhui Jindadi Commercial Development Co., Ltd* (安徽金大地商業發展有限公司) since 2022.

Mr. Li graduated from Party School of Anhui Provincial Committee of C.P.C (中共安徽省委黨校) majoring in economic management with a master degree in 2009. Mr. Li is an assistant accountant and economist in China.

Mr. Li has signed an appointment letter issued by the Company on 31 December 2024 for the appointment as a non-executive Director for a term of three years commencing from 31 December 2024. He is subject to re-election at the next general meeting in accordance with the Bye-Laws. The appointment of Mr. Li can be terminated by the Company or Mr. Li with one month’s notice in writing and is subject to retirement by rotation and re-election at the annual general meetings in accordance with the Bye-Laws. Pursuant to the appointment letter, Mr. Li is entitled to receive a director’s fee of HK\$100,000 per annum, which was determined by the Board with reference to the recommendation of the Remuneration Committee based on Mr. Li’s duties and responsibilities, the industry benchmark for remuneration and the prevailing market conditions.

Save as disclosed above, as at the date of this announcement, Mr. Li (i) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; (ii) does not hold any other position in the Company or any subsidiaries of the Company; (iii) has no relationship with any Directors, senior management, substantial or controlling shareholders (as defined under the Listing Rules) of the Company; (iv) has not held at present and did not in the last three years hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas; and (v) does not have any other major appointments and professional qualifications.

The Board would like to extend its warm welcome to Mr. Li as a non-executive Director of the Company.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

The Board further announces that, with effect from 31 December 2024:

- (1) upon the resignation of Mr. Tian as an executive Director, Mr. Tian has ceased to be the chairman of the environmental, social and governance committee of the Company (the “**ESG Committee**”);
- (2) upon the resignation of Mr. Huang as an executive Director, Mr. Huang has ceased to be a member of ESG Committee; and
- (3) Mr. Zhou has been appointed as the chairman of the ESG Committee.

DIVERSITY OF BOARD MEMBERS UNDER RULE 13.92 OF THE LISTING RULES

Pursuant to Rule 13.92 of the Listing Rules, the Stock Exchange will not consider diversity to be achieved for a single gender board. Following the resignation of Ms. Gu as a non-executive Director with effect from 31 December 2024, the Company has a single gender board which does not meet the requirement under Rule 13.92 of the Listing Rules.

The Board will use its best endeavour to identify a suitable female candidate that meet relevant requirements. In making the appointment of a Director, a number of factors including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills and knowledge will be taken into account with an aim to make the Board more diverse, and the decision will be made based on merits in accordance with the nomination policy of the Company.

It is expected that the Board will appoint a suitable female candidate as a Director in due course in order to ensure compliance by the Company with the requirement under Rule 13.92 of the Listing Rules. Further announcement(s) will be made by the Company as and when appropriate.

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

Hong Kong, 31 December 2024

As at the date of this announcement, the Board comprises one executive Director, namely Mr. Zhou Kunpeng, one non-executive Director, namely Mr. Li Huanbin, and three independent non-executive Directors, namely Mr. Chen Tai-yuan, Mr. Rui Meng and Mr. Xie Cilog.

* *For identification purposes only*