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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**

(Formerly as “Landsea Green Properties Co., Ltd. 朗詩綠色地產有限公司”)

(Incorporated in Bermuda with limited liability)

**(Stock Code: 106)**

## **RESULTS OF THE OFFER TO EXCHANGE 10.75% SENIOR NOTES DUE 2022**

This announcement is made by Landsea Green Management Limited 朗詩綠色管理有限公司 (previously known as Landsea Green Properties Co., Ltd. 朗詩綠色地產有限公司) (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 and 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 September 30, 2022 (the “**Announcement**”) in relation to the offer to exchange at least a minimum acceptance amount of 10.75% senior notes due 2022 (the “**Existing Notes**”). Capitalized terms used in this announcement shall have the same meanings ascribed to them in the Announcement.

## **RESULTS OF THE EXCHANGE OFFER**

The Exchange Offer expired at 4:00 p.m., London time, on October 18, 2022. The Company is pleased to announce that it has waived the Minimum Acceptance Amount condition under the Exchange Offer and that, as of the Exchange Expiration Deadline, US\$132,216,000 in aggregate principal amount of the Existing Notes, representing approximately 78.05% of the total aggregate principal amount of the outstanding Existing Notes, had been validly tendered for exchange pursuant to the Exchange Offer.

The Company has decided to accept the Existing Notes in a final aggregate principal amount of US\$132,216,000 for exchange.

With respect to the Existing Notes validly tendered for exchange and accepted, subject to the fulfilment or waiver of the conditions precedent to the Exchange Offer, the Company expects to issue US\$118,995,000 in aggregate principal amount of New Notes pursuant to the Exchange Offer.

As disclosed in the Announcement, the Company has repurchased certain Existing Notes prior to the commencement of the Exchange Offer. The aggregate principal amount of such repurchased Existing Notes is US\$30,600,000, representing 15.3% of the aggregate principal amount of the Existing Notes originally issued. The Company expects that the cancellation of such Existing Notes will be completed within today.

**THIS ANNOUNCEMENT IS NOT AN OFFER TO PURCHASE, A SOLICITATION OF AN OFFER TO PURCHASE, OR A SOLICITATION OF AN OFFER TO SELL, THE EXISTING NOTES. AN OFFER MAY ONLY BE MADE PURSUANT TO THE TERMS OF THE EXCHANGE OFFER MEMORANDUM.**

**SHAREHOLDERS, HOLDERS OF THE EXISTING NOTES AND POTENTIAL INVESTORS SHOULD NOTE THAT COMPLETION OF THE EXCHANGE OFFER IS SUBJECT TO THE FULFILLMENT OR WAIVER OF THE CONDITIONS PRECEDENT TO THE EXCHANGE OFFER AS SET FORTH IN THE EXCHANGE OFFER MEMORANDUM AND SUMMARIZED IN THE ANNOUNCEMENT. NO ASSURANCE CAN BE GIVEN THAT THE EXCHANGE OFFER WILL BE COMPLETED AND THE COMPANY RESERVES THE RIGHT TO AMEND, WITHDRAW OR TERMINATE THE EXCHANGE OFFER WITH OR WITHOUT CONDITIONS.**

**THE COMPANY MAY, IN ITS SOLE DISCRETION, AMEND OR WAIVE CERTAIN OF THE CONDITIONS PRECEDENT TO THE EXCHANGE OFFER. AS THE EXCHANGE OFFER MAY OR MAY NOT PROCEED, SHAREHOLDERS, HOLDERS OF THE EXISTING NOTES AND POTENTIAL INVESTORS SHOULD EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY OR THE EXISTING NOTES.**

The Exchange Offer is not being made to (nor will the tender of the Existing Notes) Holders in any jurisdiction where the making or acceptance of the Exchange Offer would not comply with the laws of such jurisdiction. If the Company becomes aware of any jurisdiction in which the making of the Exchange Offer would not be in compliance with applicable laws, the Company may or may not, in its sole discretion, make an effort to comply with any such law. If, after such effort, if any, the Company cannot comply with any such law, the Exchange Offer will not be made to any Holder residing in such jurisdiction.

By order of the Board  
**Landsea Green Management Limited**  
**Chan Yuen Ying, Stella**  
*Company Secretary*

Hong Kong, October 19, 2022

*As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Tian Ming and Mr. Huang Zheng, two non-executive Directors, namely Ms. Gu Jing and Mr. Liu Pengpeng, and three independent non-executive Directors, namely Mr. Xu Xiaonian, Mr. Chen Tai-yuan and Mr. Rui Meng.*