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LANDSEA GREEN GROUP CO., LTD.

朗詩綠色集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 106)

**POLL RESULTS OF ANNUAL GENERAL MEETING
HELD ON 27 MAY 2019
RETIREMENT OF DIRECTOR
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
CHANGE OF MEMBERS OF COMMITTEES**

The Board announces that:-

- (1) all resolutions proposed at the AGM held on 27 May 2019 were duly passed;
- (2) Mr. Ding Yuan retired from office as independent non-executive Director upon conclusion of the AGM. Mr. Ding ceased to be the chairman of the Audit Committee, a member of each of the Remuneration Committee and the Nomination Committee;
- (3) Mr. Rui Meng was appointed as an independent non-executive Director, the chairman of the Audit committee, a member of each of the Remuneration Committee and the Nomination Committee with effect from 27 May 2019;
- (4) Mr. Xu Xiaonian ceased to be a member of the Audit Committee and was appointed as the chairman of the Nomination Committee with effect from 27 May 2019;
- (5) Mr. Lee Kwan Hung ceased to be the chairman of the Remuneration Committee with effect from 27 May 2019;
- (6) Mr. Tian Ming ceased to be the chairman of the Nomination Committee and a member of the Remuneration Committee with effect from 27 May 2019;

- (7) Mr. Chen Tai-yuan was appointed as a member of the Audit Committee and Nomination Committee and the chairman of the Remuneration Committee with effect from 27 May 2019; and
- (8) Mr. Zhou Yimin ceased to be a member of the Nomination Committee with effect from 27 May 2019.

POLL RESULTS OF ANNUAL GENERAL MEETING

The board (the “**Board**”) of directors (the “**Directors**”) of Landsea Green Group Co., Ltd. (the “**Company**”) hereby announces that at the annual general meeting of the Company (the “**AGM**”) held on 27 May 2019, all resolutions proposed were duly passed by way of poll voting.

Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

The poll results of the AGM are as follows:

Ordinary Resolutions	Number of Shares (%)	
	For	Against
1. To receive and consider the audited financial statements and the reports of the Directors and auditor of the Company and its subsidiaries for the year ended 31 December 2018.	2,397,229,399 (100%)	0 (0%)
2. (i) To re-elect Mr. Tian Ming as Director of the Company.	2,395,823,719 (99.94%)	1,405,680 (0.06%)
(ii) To re-elect Ms. Shen Leying as Director of the Company.	2,397,229,399 (0%)	0 (0%)
(iii) To re-elect Mr. Xie Yuanjian as Director of the Company.	2,397,229,399 (0%)	0 (0%)
(iv) To re-elect Mr. Chen Tai-yuan as Director of the Company.	2,397,229,399 (0%)	0 (0%)
(v) To authorize the Board to fix the Directors’ remuneration.	2,397,229,399 (0%)	0 (0%)
3. To re-appoint the auditor for the ensuing year and to authorize the Board to fix the auditor’s remuneration.	2,397,229,399 (0%)	0 (0%)
4. To make a distribution out of the contributed surplus of the Company for the year ended 31 December 2018.	2,397,229,399 (0%)	0 (0%)

Ordinary Resolutions	Number of Shares (%)	
	For	Against
5. To grant a general mandate to the Directors to allot and issue new shares of the Company.	2,388,913,320 (99.65%)	8,316,079 (0.35%)
6. To grant a general mandate to the Directors to repurchase shares of the Company.	2,397,229,399 (0%)	0 (0%)
7. To extend the general mandate to issue new shares by adding the number of shares repurchased.	2,388,913,320 (99.65%)	8,316,079 (0.35%)

As majority of the votes were cast in favour of each of the ordinary resolutions, all the resolutions were duly passed.

As at the date of the AGM, the total number of issued shares of the Company was 4,722,307,545 shares. After deduction of 71,001,750 shares of the Company held by the trustee for the purpose of the restricted share award scheme of the Company adopted on 2 July 2014, there were 4,651,305,795 shares of the Company entitling the shareholders of the Company to attend and vote on the resolutions at the AGM. There were no restrictions on any shareholders of the Company to cast votes on any of the proposed resolutions at the AGM.

RETIREMENT OF DIRECTOR

Reference was made to the announcement of the Company dated 22 March 2019 relating to the retirement of Mr. Ding Yuan (“**Mr. Ding**”) from the office of independent non-executive Director and not offering himself for re-election at the AGM as he would like to spend more time pursuing his own business. Therefore, Mr. Ding retired from office as independent non-executive Director upon conclusion of the AGM. Following the retirement, Mr. Ding ceased to be the chairman of the audit committee of the Company (the “**Audit Committee**”), a member of each of the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company.

Mr. Ding confirmed that he has no disagreement with the Board, and there is no other matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Rui Meng (“**Mr. Rui**”) was appointed as an independent non-executive Director of the Company.

Below is the biographical information of Mr. Rui:

Mr. Rui, aged 51, graduated from University of International Relations (國際關係學院) in the PRC in July 1990, where he obtained a bachelor degree in international economics. He

also received a master of science in economics from Oklahoma State University in the United States as well as a master of business administration and a doctor of philosophy in business administration from the University of Houston in the United States in May 1993, December 1996 and August 1997 respectively. Mr. Rui has been a Professor of Finance and Accounting at China Europe International Business School (中歐國際工商學院) (“CEIBS”) since January 2012, and has held the title of Zhongkun Group Chair in Finance at CEIBS from October 2015 to May 2019 and Parkland Chair in Finance at CEIBS from May 2019. Mr. Rui has been professionally designated as a Certified Financial Analyst by the Association for Investment Management and Research since September 2000 and a Financial Risk Manager by the Global Association of Risk Professionals since April 2010. Mr. Rui currently serves as an independent non-executive director and a member of the audit committee of COSCO Shipping Energy Transportation Co., Ltd. (stock code: 1138 and stock code: 600026; a company listed on both the Main Board of the Stock Exchange and the Shanghai Stock Exchange respectively), an independent non-executive director and the chairman of the audit committee of Shanghai Winner Information Technology Co., Inc.* (上海匯納信息科技股份有限公司) (stock code: 300609; a company listed on the Shenzhen Stock Exchange), an independent non-executive director of Shang Gong Group Co., Ltd.* (上工申貝(集團)股份有限公司) (stock code: 600843; a company listed on the Shanghai Stock Exchange) and an independent non-executive director and the chairman of the audit committee of China Education Group Holdings Limited (stock code: 839; a company listed on the Main Board of the Stock Exchange) and he has been appointed as an independent non-executive director, chairman of the audit committee and a member of nomination committee of Country Garden Services Holdings Company Limited (stock code: 6098; a company listed on the Main Board of the Stock Exchange) since May 2018. Mr. Rui has been an independent non-executive director and the chairman of the audit committee of Midea Group (美的集團股份有限公司) (stock code: 000333; a company listed on the Shenzhen Stock Exchange) from September 2015 to September 2018. Save as aforesaid, Mr. Rui has not held any directorships in any public listed companies in the last three years.

Mr. Rui has signed an appointment letter issued by the Company on 27 May 2019 for a term of three years commencing on 27 May 2019. He is subject to retirement and re-election at the next following general meeting of the Company after his appointment and thereafter subject to retirement by rotation and re-election at least once every three years in accordance with the Bye-laws of the Company. The appointment of Mr. Rui as an independent non-executive Director can be terminated by the Company or Mr. Rui with one month’s notice in writing. Mr. Rui is entitled to a director’s fee of RMB300,000 per annum, which is determined by the Board with reference to his duties and responsibilities, remuneration benchmark in the industry and the prevailing market conditions and based on the recommendation from the Remuneration Committee of the Company.

Mr. Rui is not connected with any director, senior management, substantial or controlling shareholders (as defined under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) of the Company. As at the date of this announcement, he does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) nor hold any other office in the Company or any subsidiaries of the Group.

Save as disclosed herein, there are no other matters relating to the appointment of Mr. Rui that need to be brought to the attention of the shareholders of the Company or are required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules.

CHANGE OF MEMBERS OF COMMITTEES

The Board further announces that with effect from 27 May 2019:

1. Mr. Xu Xiaonian, an independent non-executive Director, ceased to be a member of the Audit Committee and was appointed as the chairman of the Nomination Committee;
2. Mr. Lee Kwan Hung, an independent non-executive Director, ceased to be the chairman of the Remuneration Committee;
3. Mr. Tian Ming, Chairman of the Board, ceased to be the chairman of the Nomination Committee and a member of the Remuneration Committee;
4. Mr. Chen Tai-yuan, an independent non-executive Director, was appointed as a member of the Audit Committee and Nomination Committee and the chairman of the Remuneration Committee; and
5. Mr. Rui Meng, an independent non-executive Director, was appointed as the chairman of the Audit Committee, a member of the Nomination Committee and the Remuneration Committee; and
6. Mr. Zhou Yimin, the non-executive Director, ceased to be a member of the Nomination Committee.

The Board would like to take this opportunity to extend its appreciation to Mr. Ding for his valuable contribution to the Company during his tenure in office and welcome Mr. Rui as an independent non-executive Director of the Company.

By order of the Board
Landsea Green Group Co., Ltd.
Chan Yuen Ying, Stella
Company Secretary

Hong Kong, 27 May 2019

As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Tian Ming, Ms. Shen Leying, Mr. Wang Lei, Ms. Zhou Qin and Mr. Xie Yuanjian, one non-executive Director, namely Mr. Zhou Yimin, and four independent non-executive Directors, namely Mr. Xu Xiaonian, Mr. Lee Kwan Hung, Mr. Chen Tai-yuan and Mr. Rui Meng.