

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.

MIDEA REAL ESTATE HOLDING LIMITED

美的置業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3990)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual General Meeting**”) of Midea Real Estate Holding Limited (the “**Company**”) will be held with the combination of an in-room meeting on 26 May 2022 at 11:00 a.m. at 30/F, Tower 4, Midea Real Estate Plaza, No. 1 Chengde Road, Beijiao Town, Shunde District, Foshan City, Guangdong Province, the PRC and an online virtual meeting for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the Company’s directors (the “**Directors**”) and the Company’s auditor for the year ended 31 December 2021.
2. To declare a final dividend of HK\$1.60 per ordinary share for the year ended 31 December 2021 with an option for scrip dividend.
3.
 - (a) To re-elect Mr. Wang Quanhui as an executive Director of the Company.
 - (b) To re-elect Mr. Lin Ge as an executive Director of the Company.
 - (c) To re-elect Mr. Zhang Ziliang as an executive Director of the Company.
 - (d) To re-elect Mr. O’Yang Wiley as an independent non-executive Director of the Company.
 - (e) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
4. To re-appoint PricewaterhouseCoopers as the Company’s auditor and authorise the Board to fix their remuneration.

As ordinary business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

5. **“THAT** there be granted to the Directors an unconditional general mandate to allot, issue and deal with additional shares of the Company (the **“Share(s)”**) and to make or grant offers, agreements, options and other securities in respect thereof, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period (as defined below) save that the Directors may during the Relevant Period make or grant offers, agreements, options and other securities which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company; (iii) an issue of Shares pursuant to the exercise of any options which may be granted under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares; or (iv) an issue of Shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed 20% of the total number of Shares in issue at the date of passing of this resolution (subject to adjustment in the case of a share consolidation or subdivision after the passing of this resolution) and the said approval shall be limited accordingly; and
 - (c) for the purposes of this resolution:
“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under the applicable laws or the Memorandum and Articles of Association of the Company; and
 - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors made to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restriction or obligation under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, or in any territory outside, Hong Kong.”

6. “**THAT** there be granted to the Directors an unconditional general mandate to buy-back Shares, and **THAT** the exercise by the Directors of all powers of the Company to buy-back Shares subject to and in accordance with all applicable laws, rules and regulations be and is hereby generally and unconditionally approved, subject to the following conditions:

- (a) such mandate shall not extend beyond the Relevant Period (as defined below);
- (b) such mandate shall authorise the Directors to procure the Company to buy-back Shares at such prices as the Directors may at their discretion determine;
- (c) the total number of Shares bought-back or agreed to be bought-back by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of Shares in issue at the date of passing of this resolution (subject to adjustment in the case of a share consolidation or subdivision after the passing of this resolution) and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under the applicable laws or the Memorandum and Articles of Association of the Company; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. “**THAT**, conditional upon the passing of resolutions numbered 5 and 6 above, the total number of Shares which are bought-back by the Company pursuant to and in accordance with resolution numbered 6 above shall be added to the total number of Shares which may be allotted or agreed, conditionally or unconditionally, to be allotted by the Directors pursuant to and in accordance with resolution numbered 5 above.”

By order of the Board
Midea Real Estate Holding Limited
Hao Hengle
Chairman, Executive Director and President

Hong Kong, 22 April 2022

Notes:

1. A shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy needs not be a Shareholder.
2. To be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the above meeting or any adjourned meeting. The proxy form can be downloaded from the website of the Company at <http://www.mideadc.com> or the website of Hong Kong Exchanges and Clearing Limited at <http://www.hkexnews.hk>.
3. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting at the meeting or poll concerned. The instrument of proxy shall be valid as well for any adjournment of the above meeting.
4. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether electronically or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. For the purpose of ascertaining the shareholders’ rights of attending and voting at the meeting, the register of members of the Company will be closed from 23 May 2022 to 26 May 2022, both days inclusive, during which period no transfer of shares shall be effected. In order to be entitled to attend and vote at the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on 20 May 2022.
6. For the purpose of determining the identity of shareholders who are entitled to the proposed final dividend, the register of members of the Company will be closed from 1 June 2022 to 2 June 2022, both days inclusive, during which period no transfer of shares shall be effected. In order to qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on 31 May 2022.
7. Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.

8. If a tropical cyclone warning signal No. 8 or above or “extreme conditions” caused by super typhoons or a black rainstorm warning is in force at or after 9:00 a.m. on the date of the Annual General Meeting, the meeting will be postponed or adjourned to such date, time and place as the Board may decide and announce by issuing further announcement.

9. **SPECIAL ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING**

In light of the recent development of the novel coronavirus in Hong Kong and Mainland China and the travel restriction currently imposed on the border between Hong Kong and Mainland China, the Company will adopt and implement the following special arrangements at the Annual General Meeting to safeguard the health and safety of the Shareholders:

(1) No physical attendance is accepted

The Annual General Meeting will be held with the minimum number of persons present as is legally required to form a quorate meeting by the Directors and/or other senior staff members who are Shareholders or proxies. No other Shareholder, proxy or corporate representative should attend the Annual General Meeting in person. Any other person who attempts to attend the Annual General Meeting in person will be denied entry to the venue of the Annual General Meeting.

(2) Online broadcasting of the Annual General Meeting

The Annual General Meeting will be conducted by electronic means through a live webcast (“Webcast”) at Tencent Meeting/VooV Meeting, which can be accessed with a smart phone, computer, tablet device or any device installed with the relevant app where all Shareholders can participate and raise questions at the Annual General Meeting.

(3) Vote at the Annual General Meeting electronically

If a Shareholder, proxy or corporate representative (other than those who are required to attend the Annual General Meeting physically to form a quorate meeting) wishes to vote on any resolutions at the Annual General Meeting, he/she must exercise his/her right to vote at the Annual General Meeting electronically through the Tricor e-Meeting System. The Tricor e-Meeting System will be open for registered Shareholders and non-registered Shareholders (please see below for login details and arrangements) to log in approximately 30 minutes prior to the commencement of the Annual General Meeting and can be accessed from any location with internet connection by a smartphone, tablet device or computer.

Each registered Shareholder’s login username and password, together with the instructions to access the Webcast and the Tricor e-Meeting System, will be included in a separate notification letter to registered Shareholders which will be despatched with this circular.

The Company strongly encourages Shareholders to appoint the chairman of the Annual General Meeting as his/her proxy to exercise his/her right to vote at the Annual General Meeting in accordance with his/her instructions and to return his/her form of proxy to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). This is to ensure that your vote is counted if you are unable to vote electronically on the day of the Annual General Meeting.

(4) Questions at or prior to the Annual General Meeting

Shareholders can raise questions at the Annual General Meeting through the Webcast, or send their questions by email to is-enquiries@hk.tricorglobal.com no later than 11:00 a.m. on 25 May 2022, if they have any questions about the relevant resolutions or about the Company, or any matter for communication with the Board. The Company will endeavour to reply the questions at the Annual General Meeting.

(5) Non-registered Shareholders

Non-registered Shareholders who wish to join the Annual General Meeting through the Webcast and vote through the Tricor e-Meeting System should (1) contact and instruct their banks, brokers, custodians, nominees or HKSCC Nominees Limited (together the “**Intermediary**”) (through which the shares of the Company are held on their behalves) to appoint themselves as proxies to join the Annual General Meeting through the Webcast and vote through the Tricor e-Meeting System; and (2) provide their full name, e-mail addresses and number of Shares held to their Intermediary before the time limit required by the relevant Intermediary. Relevant information to access the Webcast and the Tricor e-Meeting System will then be sent by the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited to the e-mail addresses provided by the non-registered Shareholders.

If you have any queries on the above arrangements, please contact Tricor Investor Services Limited via their hotline at (852) 2980 1333 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).

(6) Appointment of proxy

Whether or not you are able to attend and vote at the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not less than 48 hours before the time of the meeting or any adjournment thereof to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the meeting or any adjournment thereof should you so wish.

Registered Shareholders submitting the form of proxy are requested to provide a valid email address of their proxy (except for the appointment of the chairman of the Annual General Meeting as their proxy) for the proxy to receive the login username and password, together with relevant instructions to participate online via the Webcast and the Tricor e-Meeting System.

Non-registered Shareholders should contact their Intermediary as soon as possible for assistance in the appointment of proxy.

Registered and non-registered Shareholders, and their proxies, should keep the login details of the Webcast and the Tricor e-Meeting System in safe custody for use at the Annual General Meeting and should not disclose them to anyone else. Neither the Company nor its agents assume any obligation or liability whatsoever in connection with the transmission of the login details or any use of the login details for voting or otherwise.

The Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders and proxies are recommended to check the Company’s website at <http://www.mideadc.com> and the website of Hong Kong Exchanges and Clearing Limited at <http://www.hkexnews.hk> for future announcements and updates on the Annual General Meeting arrangements, if any.

As at the date of this announcement, the executive directors of the Company are Mr. Hao Hengle, Mr. Wang Quanhui, Mr. Lin Ge and Mr. Zhang Ziliang; the non-executive directors of the Company are Mr. He Jianfeng and Mr. Zhao Jun; and the independent non-executive directors of the Company are Mr. Tan Jinsong, Mr. O’Yang Wiley and Mr. Lu Qi.