

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Midea Real Estate Holding Limited**, you should at once hand this circular together with the accompanying Election Form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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

No Shareholder receiving a copy of this circular and/or an Election Form in any territory outside Hong Kong may treat the same as an invitation to elect for Shares unless in the relevant territory such invitation could lawfully be made to him/her/it without Midea Real Estate Holding Limited having to comply with any registration or other legal requirements, governmental or regulatory procedures or any other similar formalities. It is the responsibility of any Shareholder outside Hong Kong who wishes to receive New Shares under the Scrip Dividend Scheme to comply with the laws of the relevant jurisdictions including procedures or any other similar formalities.

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**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)**

**SCRIP DIVIDEND SCHEME  
IN RELATION TO THE FINAL DIVIDEND  
FOR THE YEAR ENDED 31 DECEMBER 2022**

# CONTENTS

	Page
<b>Timetable</b> .....	1
<b>Definitions</b> .....	2
<b>Letter from the Board</b>	
1. Introduction .....	4
2. The Scrip Dividend Scheme .....	5
3. Effect of the Scrip Dividend Scheme .....	6
4. Advantages of the Scrip Dividend Scheme .....	6
5. Election Form .....	6
6. Non-registered Eligible Shareholders .....	7
7. Overseas Shareholders .....	8
8. Conditions of the Scrip Dividend Scheme .....	8
9. Stock Exchange Listing, Clearing and Settlement .....	9
10. General .....	9

## TIMETABLE

The following is a summary of the events in relation to the Scrip Dividend Scheme in the form of a timetable:

Ex-dividend date .....	Thursday, 25 May 2023
Latest time to lodge transfer documents for registration with the Branch Share Registrar .....	4:30 p.m. on Monday, 29 May 2023
Closure of the register of members of the Company for the purpose of determining the Shareholders' entitlement to the Final Dividend .....	Tuesday, 30 May 2023 to Thursday, 1 June 2023 (both days inclusive)
Record Date .....	Thursday, 1 June 2023
Latest time for return of the Election Form to the Branch Share Registrar (Note 2) .....	4:30 p.m. on Wednesday, 26 July 2023
Despatch of cheques for cash dividends and/or definitive certificates for New Shares at the risk of recipients .....	Tuesday, 8 August 2023
Expected first day of dealings in New Shares .....	Wednesday, 9 August 2023 (subject to the proper receipt of definitive certificates for the New Shares by the relevant Eligible Shareholders)

Notes:

1. All references to dates and time in this circular are to Hong Kong dates and time.
2. If there is/are a tropical cyclone warning signal number 8 or above, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Hong Kong Government in force at or at any time prior to 4:30 p.m. on Wednesday, 26 July 2023, the deadline for return of the Election Form will be extended. Further information is set out in the section headed "Letter from the Board — Election Form" in this circular.

## DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company held with the combination of an in-room meeting on 22 May 2023 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
“Board”	the board of Directors of the Company
“Branch Share Registrar”	the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“BVI”	the British Virgin Islands
“Company”	Midea Real Estate Holding Limited (美的置業控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 29 November 2017, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 3990)
“Director(s)”	the director(s) of the Company
“Election Form(s)”	the form(s) of election in relation to the Scrip Dividend Scheme for the Eligible Shareholders to elect to receive the Final Dividend wholly or partly in New Shares instead of in cash
“Eligible Shareholder(s)”	Shareholder(s) whose name(s) was(were) recorded on the register of members of the Company on the Record Date
“Final Dividend”	the final dividend of HK\$0.80 per Share for the year ended 31 December 2022 payable to the Eligible Shareholders
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange
“New Share(s)”	new Share(s) to be allotted, issued and credited as fully paid up under the Scrip Dividend Scheme

## DEFINITIONS

“Overseas Shareholder(s)”	Shareholder(s) whose address(es) as shown on the register of members of the Company on the Record Date was (were) outside Hong Kong
“PRC”	People’s Republic of China
“Record Date”	Thursday, 1 June 2023, being the date for determining the Shareholders’ respective entitlements to the Final Dividend
“Scrip Dividend Scheme”	the scheme offering Eligible Shareholders the scrip dividend option whereby Eligible Shareholders may elect to receive the Final Dividend wholly or partly by the allotment of New Shares credited as fully paid in lieu of cash dividend
“Share(s)”	ordinary share(s) in the share capital of the Company with nominal value of HK\$1.00 each (or of such other nominal amount as shall result from a subdivision, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

Should there be any discrepancy between the English and Chinese versions of this circular, the English version shall prevail.

**LETTER FROM THE BOARD**

**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)**

**Executive Directors:**

Mr. Hao Hengle (Chairman)  
Mr. Wang Quanhui  
Mr. Lin Ge  
Mr. Zhang Ziliang

**Registered Office:**

Walkers Corporate Limited  
190 Elgin Avenue  
George Town  
Grand Cayman KY1-9008  
Cayman Islands

**Non-executive Directors:**

Mr. He Jianfeng  
Mr. Zhao Jun

**Principal Place of Business and**

**Head Office in the Mainland China:**

34/F, Tower 4, Midea Real Estate Plaza  
No. 1 Chengde Road, Beijiao Town  
Shunde District, Foshan City  
Guangdong Province, the PRC

**Independent Non-executive Directors:**

Mr. Tan Jinsong  
Mr. O'Yang Wiley  
Mr. Lu Qi

**Principal Place of Business in**

**Hong Kong, China:**

Suites 3906–3910, 39/F, Tower 6  
The Gateway, Harbour City  
No. 9 Canton Road  
Tsim Sha Tsui  
Kowloon  
Hong Kong

7 July 2023

To the Shareholders

Dear Sir/Madam

**SCRIP DIVIDEND SCHEME  
IN RELATION TO THE FINAL DIVIDEND  
FOR THE YEAR ENDED 31 DECEMBER 2022**

**1. INTRODUCTION**

On 24 March 2023, the Board recommended the payment of the Final Dividend to the Shareholders whose names appear on the register of members of the Company on the Record Date. At the Annual General Meeting, the Final Dividend was approved by the Shareholders, with the Eligible Shareholders being given an option to elect to receive the Final Dividend all in cash, or all in New Shares, or partly in New Shares and partly in cash under the Scrip Dividend Scheme.

## LETTER FROM THE BOARD

The purposes of this circular are (i) to provide information relating to the Scrip Dividend Scheme, and (ii) set out the relevant terms, procedures and conditions and the action to be taken by the Eligible Shareholders in relation thereto if they wish to participate in the Scrip Dividend Scheme.

### 2. THE SCRIP DIVIDEND SCHEME

Under the Scrip Dividend Scheme, the Final Dividend is payable in cash to the Shareholders whose names were recorded on the register of members of the Company on the Record Date, with a scrip dividend option to the Eligible Shareholders.

For the purpose of determining the Shareholders' entitlement to the Final Dividend, the register of members of the Company was closed from Tuesday, 30 May 2023 to Thursday, 1 June 2023 (both days inclusive). The latest time by which transfers were accepted for registration for entitlement to the Final Dividend was 4:30 p.m. on Monday, 29 May 2023.

The Eligible Shareholders may elect to receive the Final Dividend in one of the following ways:

- (i) a cash dividend of HK\$0.80 per Share; or
- (ii) an allotment of such number of New Shares credited as fully paid and having an aggregate market value (as calculated below) equal to, save for adjustment for fractions, the total amount of the Final Dividend which such Eligible Shareholder could otherwise elect to receive in cash (the “**Maximum Entitlement**”); or
- (iii) partly New Shares not exceeding the Maximum Entitlement and the remainder in cash.

If the Eligible Shareholders elect to receive the Final Dividend in cash, in whole or in part, such cash dividend will be paid in HK\$0.80 per Share.

For the purpose of calculating the number of New Shares to be allotted and issued pursuant to the Scrip Dividend Scheme, the market value of a New Share, which is calculated as equivalent to the average closing price of one Share as quoted on the Stock Exchange for the five consecutive trading days commencing from Thursday, 25 May 2023 to Thursday, 1 June 2023 (both days inclusive), is HK\$6.956 per Share (the “**Average Closing Price**”). Accordingly, the number of New Shares which the Eligible Shareholders are entitled to receive in respect of the Shares registered in their names as at the Record Date on a pro-rata basis is calculated as follows:

$$\begin{array}{l} \text{Number of New Shares} \\ \text{to be received} \\ \text{(rounded down to the} \\ \text{nearest whole} \\ \text{number)} \end{array} = \begin{array}{l} \text{Number of Shares held} \\ \text{on the Record Date and} \\ \text{elected for the New} \\ \text{Shares} \end{array} \times \frac{\begin{array}{l} \text{HK\$0.80 per Share} \\ \text{(Final Dividend)} \end{array}}{\begin{array}{l} \text{HK\$6.956} \\ \text{(Average Closing Price)} \end{array}}$$

## LETTER FROM THE BOARD

At the time the said price of a New Share was determined, the Company had no information that was not publicly available that would, or would be likely to, have a material adverse effect on the realisable price of the New Shares if the information were publicly available.

The number of New Shares to be issued to the Eligible Shareholders will be rounded down to the nearest whole number. Fractional entitlements to New Shares under options (ii) and (iii) above will be disregarded and the benefit thereof will accrue to the Company.

The New Shares will rank pari passu in all aspects with the existing issued Shares and with one another on the date of allotment and issue of the New Shares, and will rank in full for all future dividends and distribution which may be declared, made or paid (except for the Final Dividend). The New Shares are not renounceable.

### 3. EFFECT OF THE SCRIP DIVIDEND SCHEME

Based on 1,355,950,493 Shares in issue on the Record Date, if all Eligible Shareholders elect to receive the Final Dividend in cash, the total cash dividend payable by the Company will be HK\$1,084,760,394.40. If all Eligible Shareholders elect to receive their entitlements to the Final Dividend in form of New Shares, the maximum number of New Shares to be issued will be 155,946,002 Shares representing approximately 11.50% of the issued share capital of the Company on the Record Date and approximately 10.31% of the then issued share capital of the Company as enlarged by the issue of the New Shares (assuming there will be no other changes to the issued share capital of the Company except for the issue of the New Shares from the date of this circular to the date of issue of the New Shares).

Eligible Shareholders should note that the New Shares may give rise to notification requirements under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). **Shareholders who are in any doubt as to how these provisions may affect them as a result of the issue of the New Shares or as to their taxation position are recommended to consult their own professional advisers.**

### 4. ADVANTAGES OF THE SCRIP DIVIDEND SCHEME

The Scrip Dividend Scheme will give the Eligible Shareholders an opportunity to increase their investment in the Company at market value without incurring brokerage fees, stamp duty and related dealing costs. The Scrip Dividend Scheme will also benefit the Company to the extent that such cash which would otherwise have been paid to the Eligible Shareholders who elect to receive the New Shares in lieu of the cash dividend, either in whole or in part, will be retained for use as working capital by the Company.

### 5. ELECTION FORM

An Election Form is enclosed with this circular for use by the Eligible Shareholders who wish to receive the Final Dividend wholly in New Shares or partly in New Shares and partly in cash. Please read carefully the instructions below and the instructions printed on the Election Form.



## LETTER FROM THE BOARD

If you wish to receive your Final Dividend wholly in cash, you DO NOT need to take any action and DO NOT need to return the Election Form. Eligible Shareholders who do not make an election to receive their Final Dividend in New Shares will receive their Final Dividend in cash.

If you wish to receive your Final Dividend wholly in New Shares or partly in New Shares and partly in cash, you should SIGN, DATE and RETURN the enclosed Election Form. If you sign the Election Form but do not specify the number of Shares in respect of which you wish to receive New Shares in lieu of the cash dividend, or if you elect to receive New Shares in respect of a greater number of Shares than your registered holding as at the Record Date, you will be deemed to have exercised your election to receive New Shares only in respect of all the Shares registered in your name on the Record Date.

The Election Form should be completed in accordance with the instructions printed thereon and returned to the Branch Share Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong so as to be received **no later than 4:30 p.m. on Wednesday, 26 July 2023**. Late submissions of the Election Form will not be accepted.

The latest time for the return of the Election Form will be extended, as the case may be, in accordance with (a) or (b) below if a tropical cyclone warning signal number 8 or above, or a “black” rainstorm warning signal or “extreme conditions after super typhoons” announced by the Hong Kong Government is/are in force in Hong Kong:

- (a) at any time before 12:00 noon and no longer in force after 12:00 noon on Wednesday, 26 July 2023. The latest time for return of the Election Form will be extended to 5:00 p.m. on the same business day; or
- (b) at any time between 12:00 noon and 4:30 p.m. on Wednesday, 26 July 2023. The latest time for return of the Election Form will be extended to 4:30 p.m. on the next business day when none of the above warning signals is in force at any time between 9:00 a.m. and 4:30 p.m..

**Failure to complete and return the Election Form in accordance with the instructions printed thereon will result in the relevant Eligible Shareholder’s Final Dividend being paid wholly in the form of cash. Election in respect of the Final Dividend cannot be in any way withdrawn, revoked, superseded, or altered after the relevant Election Form is signed and lodged with the Branch Share Registrar. No acknowledgement of receipt of the Election Form will be issued.**

### 6. NON-REGISTERED ELIGIBLE SHAREHOLDERS

Non-registered Eligible Shareholders who wish to receive the Final Dividend wholly in New Shares or partly in New Shares and partly in cash should contact and instruct their banks, brokers, custodians, nominees or HKSCC Nominees Limited (together the “**Intermediary**”) (through which the Shares are held on their behalves) for assistance before the time limit required by the relevant Intermediary.

## LETTER FROM THE BOARD

For the avoidance of doubt, non-registered Eligible Shareholders who do not make an election to receive their Final Dividend in New Shares through the relevant Intermediary will receive their Final Dividend in cash.

### 7. OVERSEAS SHAREHOLDERS

Based on the register of members of the Company as at the Record Date, there were two Eligible Shareholders with registered address in the BVI and there were no other Overseas Shareholders.

Based on the relevant legal opinion obtained and/or on account of the relevant legal and/or regulatory restrictions and/or requirements as at the Record Date, such Overseas Shareholders are eligible to participate in the Scrip Dividend Scheme. Accordingly, a copy of this circular, together with the Election Form, is also sent to all Overseas Shareholders whose names appear on the register of members of the Company on the Record Date, who are entitled to elect for receiving the New Shares under the Scrip Dividend Scheme as set out in this circular.

This circular and the Election Form will not be registered or filed under the securities laws or equivalent legislation of any jurisdiction. No Overseas Shareholder receiving a copy of this circular and/or the Election Form in any territory outside Hong Kong may treat the same as an invitation to participate in the Scrip Dividend Scheme unless such invitation could lawfully be made to him/her/it without the Company having to comply with any registration or other requirements or formalities in the relevant jurisdiction. Shareholders residing in a jurisdiction where it would be illegal for the Company to make such an invitation will be deemed to have received this circular and/or the Election Form for information only.

Notwithstanding the enquiries made by the Company with its legal advisers, it is the responsibility of any Overseas Shareholder wishing to receive New Shares for the Final Dividend to satisfy himself/herself/itself as to full observance of the laws of any relevant jurisdiction, including obtaining any governmental or other consents or observing any requirement or formality which may be required. Persons who receive New Shares in lieu of cash dividend must also comply with any restrictions on the resale of Shares which may apply outside Hong Kong. **Overseas Shareholders who are in any doubt as to their positions should consult their own professional advisers.**

### 8. CONDITIONS OF THE SCRIP DIVIDEND SCHEME

The Scrip Dividend Scheme is conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the New Shares to be issued pursuant to the Scrip Dividend Scheme. In the unlikely event that the aforementioned condition is not satisfied, the Scrip Dividend Scheme will not become effective and the Election Forms will be void, and the Final Dividend will then be paid wholly in cash.

## LETTER FROM THE BOARD

### 9. STOCK EXCHANGE LISTING, CLEARING AND SETTLEMENT

Application has been made to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the New Shares. It is expected that the cheques for cash dividends and certificates for the New Shares (in case the Eligible Shareholders have elected to receive part or all of their Final Dividend in the form of New Shares) will be sent by ordinary mail to Eligible Shareholders at their own risk on or about Tuesday, 8 August 2023. One share certificate will be issued for all New Shares an Eligible Shareholder is entitled to. The first day of dealings in the New Shares on the Stock Exchange is expected to be on or about Wednesday, 9 August 2023, subject to the proper receipt of the definitive certificates for the New Shares by the relevant Eligible Shareholders.

The Shares are listed on and dealt in the Stock Exchange. No part of the share capital of the Company is listed or dealt in on any other stock exchange and the Company is not currently seeking to list its securities on any other stock exchange.

Subject to the granting of the listing of, and permission to deal in, the New Shares issued pursuant to the Scrip Dividend Scheme on the Stock Exchange, such New Shares will be issued on the terms disclosed to the Shareholders under this circular and be accepted as eligible securities by Hong Kong Securities Clearing Company Limited for deposit, clearance and settlement in the Central Clearing and Settlement System with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by Hong Kong Securities Clearing Company Limited. Shareholders should seek the advice of their licensed securities dealer or registered institution in securities or other professional adviser for details of these settlement arrangements and how such arrangements will affect their rights and interests.

### 10. GENERAL

The Scrip Dividend Scheme is open to all Eligible Shareholders. For the avoidance of doubt, the New Shares are not being offered to the public (other than the Eligible Shareholders) and the right to receive New Shares instead of whole or part of the cash dividend is non-transferable.

New Shares issued to the Eligible Shareholders pursuant to an election to receive part or all of their Final Dividend in New Shares may be allocated in odd lots (of less than a board lot of 200 Shares). No special dealing arrangements will be put in place by the Company to facilitate the trading or disposal of New Shares issued in odd lots. Shareholders should be aware that odd lots usually trade at a discount to the price of board lots.

Whether or not it is to your advantage to receive cash or New Shares, in whole or in part, depends upon your own individual circumstances, and the decision in this regard and all effects resulting from that decision are your responsibility. If you are in any doubt as to what to do, you are recommended to consult your own professional advisers.

**LETTER FROM THE BOARD**

Shareholders who are trustees are recommended to seek professional advice as to whether their election to receive the New Shares is within their powers and as to its effect having regard to the terms of the relevant trust instrument.

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