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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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“**EGM**”) of Midea Real Estate Holding Limited (the “**Company**”) will be held on 2 September 2024 at 11:00 a.m. with a combination of (a) a physical meeting at 30/F, Tower 4, Midea Real Estate Plaza, No. 1 Chengde Road, Beijiao Town, Shunde District, Foshan City, Guangdong Province, the PRC; and (b) an online virtual meeting through the Tricor e-Meeting System for the purposes of considering and, if thought fit, passing, with or without modification, the following as resolutions of the Company. Unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 16 August 2024 (the “**Circular**”) of which the notice convening the EGM forms part.

SPECIAL RESOLUTION

1. “RESOLVED THAT:

- (A) the Proposed Distribution (namely, the Distribution in Specie and the provision of a cash consideration of HK\$5.90 per Share under the Cash Alternative) be and is hereby approved and confirmed; and
- (B) any Director be, and is, authorised severally, for and on behalf of the Company, to execute and deliver such documents, do such acts and take such actions as he may deem necessary, appropriate, desirable to carry out the purpose of this resolution and all matters in furtherance thereof, and do all such other acts and things as such Director deems necessary, appropriate or desirable.”

ORDINARY RESOLUTIONS

2. “RESOLVED THAT:

- (A) the Possible Disposal be and is hereby approved and confirmed; and
- (B) any Director be, and is, authorised severally, for and on behalf of the Company, to execute and deliver such documents, do such acts and take such actions as he may deem necessary, appropriate, desirable to carry out the purpose of this resolution and all matters in furtherance thereof, and do all such other acts and things as such Director deems necessary, appropriate or desirable.”

3. “**RESOLVED THAT**, conditional upon resolution 1 above being passed:

- (A) the 2024 Construction Project Management Service Framework Agreement (Midea Construction), the terms thereof, and all the transactions contemplated or arising thereunder, be and are hereby approved, confirmed and ratified;
- (B) the 2024 Property Management Service Framework Agreement (Midea Construction), the terms thereof, and all the transactions contemplated or arising thereunder, be and are hereby approved, confirmed and ratified;
- (C) the 2024 Real Estate Technology Service Framework Agreement (Midea Construction), the terms thereof, and all the transactions contemplated or arising thereunder, be and are hereby approved, confirmed and ratified;
- (D) the 2024 Property Management Framework Agreement (Midea Holding), the terms thereof, and all the transactions contemplated or arising thereunder, be and are hereby approved, confirmed and ratified; and
- (E) any Director be, and is, authorised severally, for and on behalf of the Company, to execute and deliver such documents, do such acts and take such actions as he may deem necessary, appropriate, desirable to carry out the purpose of this resolution and all matters in furtherance thereof, and do all such other acts and things as such Director deems necessary, appropriate or desirable.”

Resolutions 1 and 2 as set out in this notice are inter-conditional upon each other. In the event that any of Resolutions 1 and 2 is not passed, all of Resolutions 1 and 2 will not take effect.

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

Hong Kong, 16 August 2024

Notes:

- (a) All resolutions to be proposed at the EGM convened by this notice will be voted on by way of poll.
- (b) Any Shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. A proxy need not be a Shareholder. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.

- (c) In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM or any adjournment thereof should he so wish and, in such event, the form of proxy shall be deemed to have been revoked.
- (d) The register of members of the Company will be closed from Wednesday, 28 August 2024 to Monday, 2 September 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to be eligible for attending and voting at the EGM of the Company to be held on Monday, 2 September 2024, unregistered holders of Shares should ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 27 August 2024.

As of the date of this announcement, the executive directors of the Company are Mr. Hao Hengle, Mr. Wang Dazai, Mr. Wang Quanhui and Mr. Lin Ge; 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.