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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)

**PROPOSED AMENDMENTS TO
THE MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Midea Real Estate Holding Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**” or the “**Directors**”) of the Company proposes to seek the approval of its shareholders (the “**Shareholders**”) to pass a special resolution at a forthcoming annual general meeting of the Company (the “**Annual General Meeting**”) to be convened and held for approving, among other things, the amendments (the “**Proposed Amendments**”) to the amended and restated memorandum and articles of association of the Company (the “**Articles of Association**”) in order to, among other things, (i) bring the Articles of Association in line with the latest legal and regulatory requirements, including amendments made to core shareholder protection standards under Appendix 3 to the Listing Rules and updates under the laws of the Cayman Islands; (ii) reflect changes made to the address of the registered office of the Company in the Cayman Islands as announced by the Company on 1 February 2021; and (iii) clarify and expressly permit (but not require) the Company to hold hybrid general meetings.

Major changes brought about by the Proposed Amendments are briefly summarised below:

- (a) to update the address of the registered office of the Company in the Cayman Islands as announced by the Company on 1 February 2021;
- (b) to update the definition of “the Companies Law” to bring it in line with the latest Companies Act of the Cayman Islands;
- (c) to provide that the financial year end of the Company shall be 31 of December in each year, unless otherwise determined by the Board;
- (d) to provide that the Company must hold an annual general meeting in each financial year and such annual general meeting must be held within six months after the end of the Company’s financial year;
- (e) to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the Listing Rules to abstain from voting to approve the matter under consideration;

- (f) to clarify that a clearing house or its nominee(s) must be entitled to appoint proxies or corporate representatives to attend the Company's general meetings and creditors meetings and those proxies or corporate representatives must enjoy rights equivalent to the rights of other Shareholders, including the right to speak and vote;
- (g) to clarify that any Director appointed by the Board to fill a casual vacancy on or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting;
- (h) to provide that notice from the Shareholder to propose a person for election as Director and notice signed by that person of his willingness to be elected shall be lodged with the Company no later than 15 business days prior to the date of the general meeting at which the election is to be made;
- (i) to clarify that the appointment, removal and remuneration of auditors shall be approved by ordinary resolution at a general meeting;
- (j) to delete the provision in relation to the Company's purchases of redeemable shares not made through the market or by tender;
- (k) to provide that the Company may by special resolution approve voluntary winding up of the Company;
- (l) to clarify and expressly provide greater flexibility to the Company in relation to the conduct of general meetings by permitting (but not requiring) general meetings to be held as electronic meetings or hybrid meetings where the Shareholders may attend by electronic means in addition to physical meetings where the Shareholders attend in person; and
- (m) to provide other minor amendments to better align with the wordings in the Listing Rules and the applicable laws of the Cayman Islands.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the forthcoming Annual General Meeting, and will become effective upon the approval by the Shareholders at the Annual General Meeting.

A circular of the Annual General Meeting containing, among other matters, details of the Proposed Amendments, together with a notice of the Annual General Meeting will be despatched to the Shareholders in due course.

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

Hong Kong, 27 March 2023

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.