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E-House (China) Enterprise Holdings Limited
易居(中國)企業控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2048)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting of E-House (China) Enterprise Holdings Limited (the “**Company**”) will be held at Conference Room, 1/F, Yinli Building, 383 Guangyan Road, Jing’an District, Shanghai, China at 10:30 a.m. on 31 January 2024 for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions. Unless otherwise stated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 16 January 2024 (the “**Circular**”):

1. “**THAT:**

- (a) subject to the passing of the resolutions numbered 2 and 3 and conditional upon the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his or her delegate(s) granting consent to the Special Deal 2 (as defined below) and the Special Deal 3 (as defined below), the Disposal (as defined in the Circular) and all the transactions contemplated thereunder be and are hereby approved and confirmed; and
- (b) any one or more Director(s) be and is/are hereby authorised to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the secretary of the Company) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Disposal or any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

2. “**THAT:**

- (a) subject to the passing of the resolutions numbered 1 and 3 and conditional upon the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his or her delegate(s) granting consent to the Special Deal 2 (as defined below), on the Restructuring Effective Date, the issuance of new shares of TM Home to Creditor SPV (which will be owned by the Scheme Creditors who are holding the Old Notes and may also be Shareholders), pro rata by reference to the proportion of the

aggregate Scheme Creditor Claim held by the holders of the Old Notes at the Record Time, which constitute a special deal under Note 5 to Rule 25 of the Takeovers Code (“**Special Deal 2**”), be and is hereby approved, confirmed and ratified; and

- (b) any one or more Director(s) be and is/are hereby authorised to do all such acts and things, to sign and execute all such further documents or deeds and to take such steps as he/they may in his/their absolute discretion consider necessary, appropriate, desirable or expedient to carry out or to give effect to or in connection with any matters relating to the Special Deal 2 and the transactions contemplated thereunder.”

3. **“THAT:**

- (a) subject to the passing of the resolutions numbered 2 and 3 and conditional upon the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his or her delegate(s) granting consent to the Special Deal 3 (as defined below), on the Restructuring Effective Date, the issuance of new shares of TM Home to the CB Shareholder (being an associate of Taobao China), pro rata by reference to the proportion of the aggregate Scheme Creditor Claim held by the CB Holder at the Record Time, which constitute a special deal under Note 5 to Rule 25 of the Takeovers Code (“**Special Deal 3**”), be and is hereby approved, confirmed and ratified; and
- (b) any one or more Director(s) be and is/are hereby authorised to do all such acts and things, to sign and execute all such further documents or deeds and to take such steps as he/they may in his/their absolute discretion consider necessary, appropriate, desirable or expedient to carry out or to give effect to or in connection with any matters relating to the Special Deal 3 and the transactions contemplated thereunder.”

On behalf of the Board
E-House (China) Enterprise Holdings Limited
ZHOU Xin
Chairman

Hong Kong, 16 January 2024

Registered Office:
Maples Corporate Services Limited
PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

Principal Place of Business in Hong Kong:
40th Floor, Dah Sing Financial Centre
No. 248 Queen’s Road East
Wanchai, Hong Kong

Notes:

- (1) A member of the Company entitled to attend and vote at the Disposal EGM is entitled to appoint in written form one or, if he is the holder of two or more shares (the “Shares”) of the Company, more proxy(ies) to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) In order to be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same, and must be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than forty-eight (48) hours before the time appointed for holding the Disposal EGM (i.e. by 10:30 a.m. on Monday, 29 January 2024) or any adjournment thereof.
- (3) For determining the entitlement of the Shareholders to attend and vote at the Disposal EGM, the register of members will be closed from Friday, 26 January 2024 to Wednesday, 31 January 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 Disposal EGM, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 25 January 2024.
- (4) Completion and return of the form of a proxy shall not preclude a member of the Company from attending and voting at the Disposal EGM or any adjournment thereof.
- (5) In the case of joint holders of Shares, any one of such persons may vote at the Disposal EGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting in person or by proxy, that one of the said persons so present whose names stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- (6) If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or “extreme conditions” announced by the Government of Hong Kong is/are in effect any time after 10:30 a.m. on the date of the Disposal EGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.ehousechina.com and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.
- (7) In case of discrepancy between the English version and the Chinese version of this notice of the Disposal EGM, the English version shall prevail.

As at the date of this notice, the Board comprises Mr. Zhou Xin as Chairman and executive Director, Mr. Huang Canhao, Dr. Cheng Li-Lan and Dr. Ding Zuyu as executive Directors, Ms. Jiang Shanshan, Mr. Yang Yong, Mr. Song Jiajun and Mr. Chen Daiping as non-executive Directors, and Mr. Zhang Bang, Mr. Zhu Hongchao, Mr. Wang Liqun and Mr. Li Jin as independent non-executive Directors.