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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)**

### **POLL RESULTS OF EXTRAORDINARY GENERAL MEETINGS HELD ON 31 JANUARY 2024**

Reference is made to (1) the circular (the “**Rights Issue Circular**”) and the notice of the Rights Issue EGM (the “**Rights Issue EGM Notice**”) dated 30 November 2023; and (2) the circular (the “**Disposal Circular**”) and the notice of Disposal EGM (the “**Disposal EGM Notice**”) dated 16 January 2024 of E-House (China) Enterprise Holdings Limited (the “**Company**”). Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Rights Issue Circular and the Disposal Circular.

At the Rights Issue EGM and the Disposal EGM (the “**Meetings**”) held on 31 January 2024, a poll was taken for voting on all the proposed resolutions set out in the Rights Issue EGM Notice (the “**Rights Issue EGM Resolutions**”) and all the proposed resolutions set out in the Disposal EGM Notice (the “**Disposal EGM Resolutions**”).

#### **POLL RESULTS OF THE MEETINGS**

As at the date of the Meetings, the total number of issued shares of the Company was 1,749,059,530 Shares.

#### **Poll results of the Rights Issue EGM**

In accordance with the Listing Rules, Mr. Zhou Xin, his associates and parties acting in concert with him (including CRE Corp, E-House (China) Holdings, On Chance and Regal Ace) were required to abstain from voting in favour of the Rights Issue EGM Resolutions at the Rights Issue EGM.

In accordance with the Takeovers Code, Mr. Zhou Xin, his associates and parties acting in concert with him (including CRE Corp, E-House (China) Holdings, On Chance and Regal Ace), and Taobao China were required to abstain from voting in favour of the Rights Issue EGM Resolutions at the Rights Issue EGM.

As a result, a total of 544,201,499 Shares, comprising 398,613,499 Shares held by Mr. Zhou Xin, his associates and parties acting in concert with him (including CRE Corp, E-House (China) Holdings, On Chance and Regal Ace), and 145,588,000 Shares held by Taobao China were required to abstain, and did abstain, from voting on the Rights Issue EGM Resolutions at the Rights Issue EGM.

Save as disclosed, no other Shareholder was involved or interested in or had a material interest in the Rights Issue, the Placing Agreements, the Underwriting Agreement, the Special Deals and the transactions contemplated thereunder and the Whitewash Waiver and, hence, was required to abstain from voting on the Rights Issue EGM Resolutions under the Listing Rules and the Takeovers Code. The total number of Shares entitling the Shareholders to attend the Rights Issue EGM and vote on the Rights Issue EGM Resolutions was 1,204,858,031 Shares. None of the Shareholders stated an intention in the Rights Issue Circular to vote against or to abstain from voting on any of the Rights Issue EGM Resolutions at the Rights Issue EGM.

The Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the poll at the Rights Issue EGM. The poll results in respect of the Rights Issue EGM Resolutions were as follows:

ORDINARY RESOLUTIONS		No. of Votes (Approximate %)	
		For	Against
1.	Subject to the passing of the resolutions numbered 2 and 3 below and the satisfaction of the conditions of the Rights Issue:	435,763,221 85.588783%	73,372,680 14.411217%
	(a) To approve, confirm and ratify the Underwriting Agreement signed between the Company and Mr. Zhou Xin, and the transactions contemplated thereunder;		
	(b) To approve, confirm and ratify the Rights Issue to Qualifying Shareholders, save for Non-Qualifying Shareholders on account either of the legal restrictions under the laws of the relevant place(s) of their registered address(es) or the requirements of the relevant regulatory body(ies) or stock exchange(s) in such place(s), and substantially on the terms and conditions set out in the Circular and such other terms and conditions as may be determined by the Directors;		
	(c) To approve, confirm and ratify the CICC Placing Agreement and CRIC Securities Placing Agreement, respectively, in relation to the placing of Unsubscribed Rights Shares and/or the NQS Unsold Rights Shares at the placing price of not less than the Subscription Price on a best effort basis, and the transactions contemplated thereunder;		
	(d) To authorise the Board or a committee thereof to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue in accordance with the terms set out in the Circular;		

ORDINARY RESOLUTIONS		No. of Votes (Approximate %)	
		For	Against
	<p>(e) To authorise the Board or a committee thereof to make such other exclusions or other arrangements in relation to the Non-Qualifying Shareholders as it may deem necessary or expedient having regard to any restrictions or obligations under the articles of association of the Company or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong, and generally to do such things or make such arrangements as it may think fit to effect the Rights Issue; and</p> <p>(f) To authorise any one or more Director(s) 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 the Rights Issue, the Underwriting Agreement, the Placing Agreements and any transactions contemplated thereunder.</p>		
2.	<p>(a) Subject to the passing of the resolutions numbered 1 and 3 and conditional upon the Executive granting consent to the Special Deal 1, to approve, confirm and ratify the use of the proceeds from the Rights Issue for the payment of the Cash Consideration to the CB Holder (being an associate of Taobao China and a Scheme Creditor) and other Scheme Creditors who may also be Shareholders; and</p> <p>(b) To authorise any one or more Director(s) 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 1 and the transactions contemplated thereunder.</p>	435,763,221 85.588783%	73,372,680 14.411217%

SPECIAL RESOLUTION		No. of Votes (Approximate %)	
		For	Against
3.	<p>(a) Subject to the granting of the Whitewash Waiver by the Executive and the satisfaction of any conditions attached to the Whitewash Waiver granted, to approve the Whitewash Waiver; and</p> <p>(b) To authorise any one or more Director(s) 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 Whitewash Waiver and the transactions contemplated thereunder.</p>	<p>435,763,221 85.477977%</p>	<p>74,032,680 14.522023%</p>

*Note:* Please refer to the Rights Issue EGM Notice for the full text of the Rights Issue EGM Resolutions.

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions numbered 1 to 2, and more than 75% of the votes were cast in favour of the above special resolution numbered 3, such resolutions were duly passed at the Rights Issue EGM.

## **Poll results of the Disposal EGM**

In accordance with the Listing Rules, Taobao China was required to abstain from voting in favour of the Disposal EGM Resolutions at the Disposal EGM.

In accordance with the Takeovers Code, Mr. Zhou Xin, his associates and parties acting in concert with him (including CRE Corp, E-House (China) Holdings, On Chance and Regal Ace), and Taobao China were required to abstain from voting in favour of the Disposal EGM Resolutions at the Disposal EGM.

In respect of 398,613,499 Shares which Mr. Zhou Xin, his associates and parties acting in concert with him (including CRE Corp, E-House (China) Holdings, On Chance and Regal Ace) held through the Central Clearing and Settlement System, votes were cast in favour of the Disposal EGM Resolutions at the Disposal EGM due to inadvertent oversight. The votes cast by Mr. Zhou Xin, his associates and parties acting in concert with him (including CRE Corp, E-House (China) Holdings, On Chance and Regal Ace) should be disregarded, and have been, disregarded. As a result, taking into account that the votes cast by Mr. Zhou Xin, his associates and parties acting in concert with him (including CRE Corp, E-House (China) Holdings, On Chance and Regal Ace) have been disregarded, a total of 544,201,499 Shares, comprising 398,613,499 Shares held by Mr. Zhou Xin, his associates and parties acting in concert with him (including CRE Corp, E-House (China) Holdings, On Chance and Regal Ace), and 145,588,000 Shares held by Taobao China were required to, and did, abstain from voting on the Disposal EGM Resolutions at the Disposal EGM.

Save as disclosed, no other Shareholder was involved or interested in or had a material interest in the Disposal, the Special Deal 2 and the Special Deal 3 and, hence, was required to abstain from voting on the Resolutions proposed at the Disposal EGM under the Listing Rules and the Takeovers Code. The total number of Shares entitling the Shareholders to attend and vote on the Disposal EGM Resolutions was 1,204,858,031 Shares. None of the Shareholders stated an intention in the Disposal Circular to vote against or to abstain from voting on any of the Disposal EGM Resolutions at the Disposal EGM .

The Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, was appointed as the scrutineer for the poll at the Disposal EGM. The poll results in respect of the Disposal EGM Resolutions were as follows:

ORDINARY RESOLUTIONS		No. of Votes (Approximate %)	
		For	Against
1.	<p>(a) Subject to the passing of the resolutions numbered 2 and 3 and conditional upon the Executive granting consent to the Special Deal 2 and the Special Deal 3, to approve and confirm the Disposal and all the transactions contemplated thereunder; and</p> <p>(b) To authorise any one or more Director(s) 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.</p>	834,179,799 91.848608%	74,031,900 8.151392%
2.	<p>(a) Subject to the passing of the resolutions numbered 1 and 3 and conditional upon the Executive granting consent to the Special Deal 2, to approve, confirm and ratify, 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; and</p> <p>(b) To authorise any one or more Director(s) 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.</p>	834,179,799 91.915403%	73,371,900 8.084597%
3.	<p>(a) Subject to the passing of the resolutions numbered 2 and 3 and conditional upon the Executive granting consent to the Special Deal 3, to approve, confirm and ratify, 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; and</p> <p>(b) To authorise any one or more Director(s) 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.</p>	834,179,799 91.915403%	73,371,900 8.084597%

*Note:* Please refer to the Disposal EGM Notice for the full text of the Disposal EGM Resolutions.

On the basis that the votes cast by Mr. Zhou Xin, his associates and parties acting in concert with him (including CRE Corp, E-House (China) Holdings, On Chance and Regal Ace) were disregarded, the poll results in respect of the Disposal EGM Resolutions would be as follows:

ORDINARY RESOLUTIONS		No. of Votes (Approximate %)	
		For	Against
1.	<p>(a) Subject to the passing of the resolutions numbered 2 and 3 and conditional upon the Executive granting consent to the Special Deal 2 and the Special Deal 3, to approve and confirm the Disposal and all the transactions contemplated thereunder; and</p> <p>(b) To authorise any one or more Director(s) 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.</p>	435,566,300 (85.472496%)	74,031,900 (14.527504%)
2.	<p>(a) Subject to the passing of the resolutions numbered 1 and 3 and conditional upon the Executive granting consent to the Special Deal 2, to approve, confirm and ratify, 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; and</p> <p>(b) To authorise any one or more Director(s) 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.</p>	435,566,300 (85.583338%)	73,371,900 (14.416662%)

ORDINARY RESOLUTIONS		No. of Votes (Approximate %)	
		For	Against
3.	<p>(a) Subject to the passing of the resolutions numbered 2 and 3 and conditional upon the Executive granting consent to the Special Deal 3, to approve, confirm and ratify, 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; and</p> <p>(b) To authorise any one or more Director(s) 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.</p>	435,566,300 (85.583338%)	73,371,900 (14.416662%)

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions numbered 1 to 3, such resolutions were duly passed at the Disposal EGM.

Dr. Cheng Li-Lan, our executive Director and chief financial officer, attended the Meetings in person. Apart from Mr. Zhou Xin, Ms. Jiang Shanshan and Mr. Song Jiajun who were unable to attend the Meetings due to other engagements, all other directors attended the Meetings through electronic means of communication.

## EFFECTS OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE

The table below sets out the shareholding structure of the Company (i) as at the date of this announcement; (ii) following completion of the Rights Issue in different scenarios, in each case assuming no new issue or repurchase of Shares up to completion of the Rights Issue save for the Rights Shares. The scenarios assume: (a) full acceptance of the Rights shares by all Qualifying Shareholders; (b) nil acceptance of the Rights Shares by the Qualifying Shareholders (other than Mr. Zhou Xin and CRE Corp, E-House (China) Holdings, On Chance and Regal Ace pursuant to the Irrevocable Undertaking) and 100% of the Unsubscribed Rights Shares are fully placed to the Placees under the Compensatory Arrangements; and (c) nil acceptance of the Rights Shares by the Qualifying Shareholders (other than CRE Corp, E-House (China) Holdings, On Chance and Regal Ace pursuant to the Irrevocable Undertaking) and 100% of the Untaken Rights Shares are taken up by the Underwriter.

	(ii) Immediately following completion of the Rights Issue, and assuming							
	(i) As at the date of this Announcement		(a) Full acceptance of the Rights Shares by all Qualifying Shareholders		(b) Nil acceptance of the Rights Shares by the Qualifying Shareholders (other than CRE Corp, E-House (China) Holdings, On Chance and Regal Ace pursuant to the Irrevocable Undertaking) and all of the Unsubscribed Rights Shares are placed to the Placees under the Compensatory Arrangements		(c) Nil acceptance of the Rights Shares by the Qualifying Shareholders (other than CRE Corp, E-House (China) Holdings, On Chance and Regal Ace pursuant to the Irrevocable Undertaking), none of the Unsubscribed Rights Shares are placed and all of the Untaken Rights Shares are taken up by Mr. Zhou Xin	
	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
CRE Corp ( <i>Note 1</i> )	228,920,000	13.09	503,624,000	13.09	503,624,000	13.09	503,624,000	13.09
E-House (China) Holdings ( <i>Note 2</i> )	146,918,440	8.40	323,220,568	8.40	323,220,568	8.40	323,220,568	8.40
On Chance ( <i>Note 3</i> )	20,000,000	1.14	44,000,000	1.14	44,000,000	1.14	44,000,000	1.14
Regal Ace ( <i>Note 4</i> )	2,775,059	0.16	6,105,129	0.16	6,105,129	0.16	6,105,129	0.16
Mr. Zhou Xin ( <i>Note 5</i> )	398,613,499	22.79	876,949,697	22.79	876,949,697	22.79	2,497,484,934 ( <i>Note 6</i> )	64.90
<b>Mr. Zhou Xin and parties acting in concert or presumed acting in concert with him (<i>Note 5</i>)</b>	<b>398,613,499</b>	<b>22.79</b>	<b>876,949,697</b>	<b>22.79</b>	<b>876,949,697</b>	<b>22.79</b>	<b>2,497,484,934</b>	<b>64.90</b>
Placees	-	0	-	0	1,620,535,238	42.11	-	0
Taobao China	145,588,000	8.32	320,293,600	8.32	145,588,000	3.78	145,588,000	3.78
Other public Shareholders	1,204,858,031	68.89	2,650,687,668	68.89	1,204,858,031	31.31	1,204,858,031	31.31
<b>Total (<i>Note 7</i>)</b>	<b>1,749,059,530</b>	<b>100.00</b>	<b>3,847,930,966</b>	<b>100.00</b>	<b>3,847,930,966</b>	<b>100.00</b>	<b>3,847,930,966</b>	<b>100.00</b>

*Notes:*

- 1) CRE Corp is a wholly-owned subsidiary of E-House (China) Holdings, itself a wholly-owned subsidiary of E-House Holdings.
- 2) E-House (China) Holdings is a subsidiary of E-House Holdings, which is held as to 33.13% by On Chance, 14.65% by Jun Heng, and 52.22% by Mr. Zhou Xin. Jun Heng is wholly owned by On Chance, which is in turn wholly owned by Mr. Zhou Xin.
- 3) On Chance is wholly owned by Mr. Zhou Xin.
- 4) Regal Ace is wholly owned by Mr. Zhou Xin.
- 5) In addition to the Shares set out above, Mr. Zhou Xin is also interested in 14,460,000 Shares to be issued upon exercise of options granted under the Pre-IPO Share Option Scheme. As at the date of this announcement, the options exercisable into 14,460,000 Shares held by Mr. Zhou Xin remain outstanding. As at the date of this announcement, other than Mr. Zhou Xin, none of the Directors or their associates hold any Shares.
- 6) Pursuant to the Underwriting Agreement, Mr. Zhou Xin has a right to designate a company wholly-owned by him to subscribe for the Untaken Rights Shares. For illustration purposes, we assume that all of the Untaken Rights Shares will be taken up by Mr. Zhou Xin.
- 7) The aggregate of the percentage figures in the above table may not add up to 100% due to rounding of the percentage figures to two decimal places. The aggregate of the number Shares shown in the above table may not add up to the aggregate of number of Shares in issue as at the date of this announcement and the number of Rights Shares to be issued, due to the treatment of fractional entitlements. No fractional entitlements to the Rights Shares shall be issued to the Shareholders and no entitlements of the Non-Qualifying Shareholders to the Rights Shares shall be issued to the Non-Qualifying Shareholders. All fractions of the Rights Shares shall be rounded down to the nearest whole number of Rights Shares and aggregated and, if a premium (net of expenses) can be achieved, sold in the market by the Company for its own benefit.

## **GRANT OF WHITEWASH WAIVER**

The Executive has, on 26 January 2024, granted the Whitewash Waiver, subject to the fulfilment of the conditions that:

- A. (i) the Whitewash Waiver being approved by at least 75%, and (ii) the Underwriting Agreement, the Placing Agreements, the Rights Issue, the Special Deals and the transactions contemplated thereunder being approved by more than 50%, respectively, of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at a general meeting of the Company, to be taken on a poll; and
- B. unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by Mr. Zhou Xin and his concert parties between the announcement of the Rights Issue and the completion of the Rights Issue.

As the Resolutions proposed at the Rights Issue EGM and the Resolutions numbered 2 and 3 proposed at the Disposal EGM were passed by the Independent Shareholders by way of poll, the aforesaid condition A has been fulfilled.

## **CONSENT TO THE SPECIAL DEALS**

On 26 January 2024, the Executive has conditionally consented to the Special Deals, subject to each of the three Special Deals being approved by a vote of the Independent Shareholders at a general meeting of the Company, to be taken on a poll.

As the Resolution numbered 2 proposed at the Rights Issue EGM (approving Special Deal 1) and the Resolutions numbered 2 and 3 proposed at the Disposal EGM (approving Special Deal 2 and 3, respectively) were passed by the Independent Shareholders at the relevant Meetings by way of poll, the aforementioned condition of the Special Deals has been fulfilled as at the date of this announcement.

## **COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-RIGHT BASIS AND DESPATCH OF THE PROSPECTUS DOCUMENTS**

The Rights Issue will proceed in accordance with the expected timetable as set out in the Rights Issue Circular. Pursuant to the expected timetable, it is expected that the last day of dealings in the Shares on a cum-rights basis is Thursday, 1 February 2024. The Shares will be dealt with on an ex-rights basis from Friday, 2 February 2024. The Prospectus Documents will be despatched to the Qualifying Shareholders (in the case of the Non-Qualifying Shareholders, the Prospectus for information only) on Thursday, 15 February 2024.

## **WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE RIGHTS SHARES**

**Shareholders and potential investors of the Company should note that the Rights Issue is conditional upon, among other things, the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof (a summary of which is set out in the section headed “Termination of the Underwriting Agreement” in the Rights Issue Circular). Accordingly, the Rights Issue may or may not proceed.**

**Any party who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s). Any Shareholder or other person dealing in the Shares or in the nil-paid Rights Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriter’s right of termination of the Underwriting Agreement ceases) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed.**

**Shareholders and potential investors are advised to exercise caution when dealing in the Shares and the nil-paid Right Shares.**

By order of the Board  
**E-House (China) Enterprise Holdings Limited**  
**Zhou Xin**  
*Chairman*

Hong Kong, 31 January 2024

*As at the date of this announcement, 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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*