

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

*This announcement is for information purposes only and does not constitute an offer to sell or the solicitation of an offer to acquire, purchase or subscribe for any securities in the United States or in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.*

*Neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. Neither this announcement nor any copy hereof may be taken into or distributed in the United States or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or the securities laws of any other jurisdiction, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. Any public offering of securities to be made in the United States will be made by means of a prospectus. Such prospectus will contain detailed information about the company making the offer and its management and financial statements. The Company does not intend to make any public offering of securities in the United States.*



**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)**

**INSIDE INFORMATION**  
**FURTHER UPDATE ON THE RESTRUCTURING**

This announcement is made by the Company pursuant to Rules 13.09(2), 37.47(b), 37.47A and 37.47B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to: (i) the announcement of E-House (China) Enterprise Holdings Limited (the “**Company**”) dated 26 February 2024 regarding the issue concerning the transfer of Shanghai CRIC to TM Home; and (ii) the announcement of the Company dated 1 March 2024 regarding the termination of the Rights Issue (together the “**Announcements**”). Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those set out in the Explanatory Statement and the Announcements.

The purpose of this further announcement is twofold:

- (a) to provide an update to Scheme Creditors on the implications on the Schemes and the Restructuring of the matters detailed in the Announcements; and
- (b) to inform Scheme Creditors about a further hearing in respect of the Cayman Scheme before the Cayman Islands Court on 26 March 2024 (the “**Further Cayman Court Hearing**”).

### **Update on the matters raised in the Announcements**

As detailed in the Announcement dated 1 March 2024, the Rights Issue will not proceed and has now lapsed. The consummation of the Rights Issue was one of the conditions precedent in clause 7.1 of each of the Schemes to the Restructuring Effective Date occurring and the Restructuring therefore becoming effective. Given the Rights Issue will not proceed, such condition precedent can no longer be satisfied.

As explained below, this does not, however, mean that the Restructuring will necessarily fail.

Negotiations are continuing with the PRC bank to resolve the issues preventing the transfer of Shanghai CRIC to TM Home and the Company continues to use its best efforts to resolve the outstanding issues with the PRC bank. The Company considers that the transfer of Shanghai CRIC to TM Home is a fundamental part of the bargain voted upon by Scheme Creditors in connection with the Schemes. As a result, the Company will not permit the Restructuring Effective Date to occur if the issues regarding the transfer cannot be resolved in time for the Restructuring Effective Date to occur on 28 March 2024 (being the final Business Day before the Longstop Date).

There are two potential outcomes:

**First**, if the issues with the PRC bank can be resolved such that Shanghai CRIC can be transferred to TM Home on or before the Restructuring Effective Date:

- (a) the Underwriter has committed to provide the same level of financial support that the Company would have otherwise raised in the Rights Issue by way of a loan to the Company to assist the Company with the completion of the Restructuring; and
- (b) the Company will, as permitted by each of the Schemes, waive the condition that the Rights Issue be consummated in order for the Restructuring Effective Date to occur.

As a result, in those circumstances, the Restructuring Effective Date can take place on 28 March 2024 (and therefore prior to the Longstop Date of 31 March 2024).

**Second**, if the issues with the PRC bank cannot be resolved in time for the Restructuring Effective Date to take place on 28 March 2024:

- (a) the Company will not waive the condition that the Rights Issue be consummated for the Restructuring Effective Date to occur;
- (b) as a result, the Restructuring will not come into effect; and
- (c) the terms of, and obligations on the parties under or pursuant to each of the Schemes will lapse and all compromises and arrangements provided by each of the Schemes will cease to have any force or effect.

In those circumstances, the Company will promptly make an announcement informing Scheme Creditors (i) that the Schemes have lapsed and cease to have any force or effect and (ii) any next steps that the Company intends to take with respect to its outstanding debt obligations under the Old Notes and the Convertible Note.

The Company remains committed to completing the Restructuring, if at all possible. In the event that the Restructuring does not proceed, the Company may, among other things, explore an alternate restructuring with the Scheme Creditors.

#### **Further Cayman Court Hearing on 26 March 2024**

At the Further Cayman Court Hearing, the Cayman Islands Court will be provided with an update on the implementation of the Restructuring and the Schemes and asked to rule on the Company's application for directions regarding the content of further notices to be given to Scheme Creditors (and consider whether any further directions or orders are appropriate). **The Further Cayman Court Hearing will take place at 8 a.m. (Cayman Islands time) / 9 p.m. (Hong Kong time) on 26 March 2024.** Any Scheme Creditor is entitled (but not required) to attend the Further Cayman Court Hearing, through Cayman Islands legal counsel, so as to make any representations it may wish to make to the Cayman Islands Court. If any Scheme Creditor wishes to attend the Further Cayman Court Hearing through Cayman Islands legal counsel, or has any questions about instructing Cayman Islands legal counsel for the Further Cayman Court Hearing or being represented otherwise than through Cayman Islands legal counsel, or has any questions about this announcement or the Further Cayman Court Hearing it should contact Nick Herrod and Nick Stern of Maples and Calder (the Company's advisors as to matters of Cayman Islands law) at [nick.herrod@maples.com](mailto:nick.herrod@maples.com) and [nick.stern@maples.com](mailto:nick.stern@maples.com). They can provide contact details for Cayman Islands attorneys upon request and deal with other questions regarding legal representation.

**For Company Announcements regarding the Schemes, including those relevant for Blocked Scheme Creditors, and relevant documentation regarding the Schemes:**

Company's Website: <https://ir.ehousechina.com/en/announcements-and-circulars/>

Further announcement(s) will be made by the Company to inform shareholders and other investors of the Company of any material developments in relation to the proposed offshore debt restructuring under the Schemes as and when appropriate.

**SCHEME CREDITORS OTHER THAN BLOCKED SCHEME CREDITORS REQUIRING ASSISTANCE SHOULD CONTACT:**

**In respect of the Cayman Scheme or the HK Scheme:**

**D.F. King Ltd.**

Telephone: in Hong Kong +852 5803 0895; in London: +44 20 8089 2616;

Email: [E-House@dfkingltd.com](mailto:E-House@dfkingltd.com)

Scheme Website: <https://www.dfkingltd.com/e-house/>

**Only in respect of the Cayman Scheme:**

**Alvarez & Marsal Cayman Islands Limited**

2<sup>nd</sup> Floor, Flagship Building

142 Seafarers Way

PO Box 2507

George Town

Grand Cayman KY1-1104

Cayman Islands

+1 (345) 745 6708

Email: [e-house@alvarezandmarsal.com](mailto:e-house@alvarezandmarsal.com)

**ANY BLOCKED SCHEME CREDITORS REQUIRING ASSISTANCE SHOULD CONTACT:**

**China International Capital Corporation Hong Kong Securities Limited (“CICC”)**

[E-House@cicc.com.cn](mailto:E-House@cicc.com.cn)

**E-House (China) Enterprise Holding Limited**

Email: [ir@ehousechina.com](mailto:ir@ehousechina.com)

**The CB Holder should direct any questions in relation to this Notice, the Explanatory Statement, the CB Holder Voting Form, the Schemes or the Restructuring to the Company at [ir@ehousechina.com](mailto:ir@ehousechina.com).**

**For Company Announcements regarding the Cayman Scheme or the HK Scheme, including those relevant for Blocked Scheme Creditors, and relevant documentation regarding the Cayman Scheme and the HK Scheme:**

Company's Website: <https://ir.ehousechina.com/en/announcements-and-circulars/>

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

Hong Kong, 13 March 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 Liquan and Mr. Li Jin as independent non-executive Directors.*