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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 and Debt Stock Codes: 40024 and 40507)**

### **SUPPLEMENTAL ANNOUNCEMENT RELATING TO THE OFFER AND INVITATION**

This announcement is made by the Company pursuant to Rules 13.09(2), 37.47(b), 37.47A and 37.47B of the Listing Rules and the Insider Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated March 31, 2022 (the “**Announcement**”) relating to the Offer and Invitation. Terms used herein shall have the same meanings as defined in the Announcement unless otherwise stated. This announcement is made to provide supplemental information in relation to the Offer and Invitation.

## SUPPLEMENTARY TERMS RELATING TO THE NEW NOTES

As noted in the Announcement, a more detailed summary of the terms of the New Notes has been included in the Exchange Offer and Consent Solicitation Memorandum, which has been made available to Eligible Holders of the Old Notes who are non-U.S. persons outside the United States on the Transaction Website. Set forth below is certain additional information regarding the New Notes, which has been extracted from the Exchange Offer and Consent Solicitation Memorandum:

### (i) **Schedule Principal Payments**

Unless the New Notes shall have been earlier redeemed in full, the principal amount of the New Notes shall be repaid as follows:

- (i) on the first anniversary date of the Original Issue Date, either (x) 10% of the aggregate principal amount of the New Notes originally issued on the Original Issue Date (less any principal amount of the New Notes which have been redeemed or otherwise cancelled during the period ending on the First Principal Payment Determination Date) or (y) nil, if less than 90% of the aggregate principal amount of the New Notes originally issued on the Original Issue Date remain outstanding on the First Principal Payment Determination Date;
- (ii) on the last day of the eighteen-month period after the Original Issue Date, either (x) 6% of the aggregate principal amount of the New Notes originally issued on the Original Issue Date (less any principal amount of the New Notes which have been redeemed or otherwise cancelled during the period ending on the Second Principal Payment Determination Date) or (y) nil, if less than 84% of the aggregate principal amount of the New Notes originally issued on the Original Issue Date remain outstanding on the Second Principal Payment Determination Date;
- (iii) on the second anniversary date of the Original Issue Date, either (x) 8% of the aggregate principal amount of the New Notes originally issued on the Original Issue Date (less any principal amount of the New Notes which have been redeemed or otherwise cancelled during the period ending on the Third Principal Payment Determination Date) or (y) nil, if less than 76% of the aggregate principal amount of the New Notes originally issued on the Original Issue Date remain outstanding on the Third Principal Payment Determination Date;

- (iv) on the last day of the thirty-month period after the Original Issue Date, either (x) 10% of the aggregate principal amount of the New Notes originally issued on the Original Issue Date (less any principal amount of the New Notes which have been redeemed or otherwise cancelled during the period ending on the Fourth Principal Payment Determination Date) or (y) nil, if less than 66% of the aggregate principal amount of the New Notes originally issued on the Original Issue Date remain outstanding on the Fourth Principal Payment Determination Date; and
- (v) any remaining balance on the maturity date of the New Notes.

**(ii) Limitation on Specified Asset Sale**

Upon consummation of any Specified Asset Sale, the Company shall, within three months from the date of consummation of such Specified Asset Sale (such three month period, the “**Allocation Period**”) allocate, or procure the allocation of 50% of the net consideration derived from such Specified Asset Sale (the “**Allocation Amount**”) to:

- (i) first, pay the principal of, premium, if any, and interest on the New Notes that becomes due and payable within the Allocation Period;
- (ii) second, make an offer to purchase the New Notes at a purchase price, being the fair market consideration to all holders of the then outstanding New Notes; and
- (iii) third, repurchase the New Notes through tender offer, open market repurchases or buy-back or otherwise redeem the New Notes in accordance with the terms of the New Notes Indenture with any remaining Allocation Amount after such payment as described in the preceding paragraphs (i) and (ii).

## **RESTRUCTURING CONSIDERATION**

For the avoidance of doubt, below is the Restructuring Consideration as set forth in the Exchange Offer and Consent Solicitation Memorandum.

Subject to the terms of the Scheme Documents (as defined in the RSA), if the Scheme is successful, the Scheme Creditors will receive the Restructuring Consideration (as defined in the term sheet attached to the form of the RSA set forth in Appendix B to the Exchange Offer and Consent Solicitation Memorandum) which will consist of (a) New Notes in an aggregate principal amount of US\$940 per US\$1,000 in principal amount of the Old Notes held by each Scheme Creditor at the Scheme Record Time and voted in favor of the Cayman Scheme; (b) cash consideration of US\$60 per US\$1,000 in principal amount of the Old Notes held by each Scheme Creditor at the Scheme Record Time and voted in favor of the Cayman Scheme and (c) accrued and unpaid interest up to but not including April 18, 2022 on any Old Notes held by each Scheme Creditor at the Scheme Record Time and voted in favor of the Cayman Scheme, in cash (to be rounded to the nearest US\$0.01, with US\$0.005 rounded upwards), and accrued and unpaid interest from and including April 18, 2022 up to but not including the Restructuring Effective Date on any Old Notes held by each Scheme Creditor at the Scheme Record Time and voted in favor of the Cayman Scheme, in the form of New Notes (to be rounded downward to the nearest US\$1), on the terms set out in the Scheme Document.

## **FORWARD-LOOKING STATEMENTS**

Forward-looking statements in this announcement are based on current expectations, assumptions, estimates and projections about the Company and its industry. These statements are not guarantees of future performance and that the Company's actual results of operations, financial condition and liquidity, and the development of the industry in which the Company operates may differ materially from those made in, or suggested by, the forward-looking statements in this announcement. Future events and results involve some risks, uncertainties and assumptions that are difficult to predict. Important factors that could cause those differences include, but are not limited to, changes in the competitive environment and regulatory environment of the industry in the PRC relevant to the business of the Company, changes in the business and financial condition of the Company and its subsidiaries and changes in the general economic trend in the PRC.

## DEFINITIONS

Unless the context otherwise requires, terms used in this announcement shall have the following respective meanings:

“First Principal Payment Determination Date”	the sixth business day prior to April 14, 2023;
“Second Principal Payment Determination Date”	the sixth business day prior to October 14, 2023;
“Third Principal Payment Determination Date”	the sixth business day prior to April 14, 2024; and
“Fourth Principal Payment Determination Date”	the sixth business day prior to October 14, 2024.
“Specified Asset Sale”	an asset sale by the Company or any restricted subsidiary involving (i) the shares of capital stock held by the Company or any restricted subsidiary in TM Home Limited and (ii) the shares of capital stock of, or assets held by, CRIC Holding Limited, CRIC Holdings (HK) Limited and their respective restricted subsidiaries.

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

Hong Kong, April 7, 2022

*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, Mr. Tang Xing, Mr. Yang Yong, Ms. Xie Mei and Mr. Lv Peimei as non-executive Directors, and Mr. Zhang Bang, Mr. Zhu Hongchao, Mr. Wang Liqun and Mr. Li Jin as independent non-executive Directors.*