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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)

**(1) NOTICE OF THE SCHEME MEETING
IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION
FSD CAUSE NO. 220 OF 2023 (NSJ)
IN THE MATTER OF SECTION 86 OF
THE COMPANIES ACT (2023 REVISION)
AND
IN THE MATTER OF E-HOUSE (CHINA) ENTERPRISE
HOLDINGS LIMITED**

AND

**(2) NOTICE OF THE SCHEME MEETING
IN THE HIGH COURT OF THE
HONG KONG SPECIAL ADMINISTRATIVE REGION
COURT OF FIRST INSTANCE
MISCELLANEOUS PROCEEDINGS NO. 1209 OF 2023
IN THE MATTER OF
E-HOUSE (CHINA) ENTERPRISE HOLDINGS LIMITED
易居（中國）企業控股有限公司**

and

**IN THE MATTER OF SECTIONS 670 TO 674 OF
THE COMPANIES ORDINANCE (CAP. 622)**

This announcement is made by E-House (China) Enterprise Holdings Limited (易居(中國)企業控股有限公司) (the “**Company**”) pursuant to Rule 13.09(2) 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).

Unless otherwise defined herein, terms used in this Notice have the same meanings as in the explanatory statement (the “**Explanatory Statement**”) relating to the proposed schemes of arrangement between the Company and the Scheme Creditors (as defined therein) under section 86 of the Companies Act (2023 Revision) (the “**Cayman Scheme**”) and under Sections 670 to 674 of the Companies Ordinance (Cap. 622) (the “**HK Scheme**”, and together with the Cayman Scheme, the “**Schemes**”) Copies of the Schemes, the Explanatory Statement and the Solicitation Packet (including the Account Holder Letter, Blocked Scheme Creditor Voting Form and CB Holder Voting Form to be completed by or on behalf of all Scheme Creditors, as applicable) are available to download from the Scheme Website (<https://www.dfkingltd.com/e-house/>) or from the Company’s website (<https://ir.ehousechina.com/en/announcements-and-circulars/>).

NOTICE OF CAYMAN SCHEME MEETING

NOTICE IS HEREBY GIVEN that, by an Order dated 4 October 2023 (the “**Cayman Scheme Convening Order**”), the Grand Court of the Cayman Islands (the “**Cayman Court**”) has directed that (i) a meeting of the Scheme Creditors other than the CB Holder (the “**Noteholders Cayman Scheme Meeting**”) and (ii) a meeting of the CB Holder (the “**CB Holder Cayman Scheme Meeting**”, and together with the Noteholders Cayman Scheme Meeting the “**Cayman Scheme Meetings**”) may be convened for the purposes of considering and, if thought fit, approving the Cayman Scheme (with or without modification, addition or condition approved or imposed by the Cayman Court).

The Cayman Scheme Meetings will be held for two separate classes of Scheme Creditors for the purposes of voting on the Cayman Scheme:

- For the CB Holder: the **CB Holder Cayman Scheme Meeting** will be held at the Cayman Islands offices of Maples and Calder (Cayman) LLP at Ugland House, South Church Street, Grand Cayman, KY1-1104, Cayman Islands, with any adjournment as may be appropriate, at 8:30 a.m. on 14 November 2023 (Cayman Islands time), the equivalent time being 9:30 p.m. (Hong Kong time) on 14 November 2023.
- For the Scheme Creditors other than the CB Holder: the **Noteholders Cayman Scheme Meeting** will be held at the Cayman Islands offices of Maples and Calder (Cayman) LLP at Ugland House, South Church Street, Grand Cayman, KY1-1104, Cayman Islands, with any adjournment as may be appropriate, at 9:30 a.m. on 14 November 2023 (Cayman Islands time), the equivalent time being 10:30 p.m. (Hong Kong time) on 14 November 2023.

In each case any changes in arrangements relating to the Cayman Scheme Meetings shall be communicated to Scheme Creditors in advance of the Cayman Scheme Meetings on the Scheme Website, and by a public announcement published on the website of The Stock Exchange of Hong Kong Limited (the “**SEHK**”).

Scheme Creditors will be able to attend the Cayman Scheme Meetings in person, by a duly authorised representative (if a corporation) or by proxy. Scheme Creditors will also be able to attend the Cayman Scheme Meetings by video conference via Zoom using details that may be obtained on request from the Information Agent (if you are a Scheme Creditor who is not the CB Holder or a Blocked Scheme Creditor) or the Company or CICC (as defined below) (if you are the CB Holder or a Blocked Scheme Creditor). Scheme Creditors who attend the Cayman Scheme Meetings by video conference will be able to vote (and to change their vote, if they wish).

All Scheme Creditors are requested to attend the Cayman Scheme Meetings at such place and time either in person, by a fully authorised representative (if a corporation) or by proxy. A copy of the Cayman Scheme and a copy of the Explanatory Statement are incorporated in the document of which this Notice forms part.

Scheme Creditors may vote in person (or, if a corporation, appoint a duly authorised representative to vote in person) or appoint proxies to vote in their place. Scheme Creditors may appoint proxies to vote at the Cayman Scheme Meetings in Part 2 of the Account Holder Letter (*Voting and Appointment of Proxy*), Section 4 of the Blocked Scheme Creditor Voting Form (*Voting Instructions relating to the Schemes and Appointment of Proxy*) or Section 2 of the CB Holder Voting Form (*Voting Instructions relating to the Schemes and Appointment of Proxy*), as applicable.

The Old Notes Trustee and the Depositary are also Scheme Creditors, but have agreed not to exercise any voting rights they may have in respect of the Old Notes at the Cayman Scheme Meetings.

In order to vote on the Cayman Scheme and attend the Cayman Scheme Meetings (in person, by a duly authorised representative (if a corporation) or by proxy), a Scheme Creditor must ensure that:

- (i) in the case of a Scheme Creditor that is not the CB Holder or a Blocked Scheme Creditor:
 - a. a Custody Instruction is submitted on their behalf via the relevant Clearing System by the **Custody Instruction Deadline** (being 10:00 a.m. Cayman Islands time/11:00 p.m. Hong Kong time on 7 November 2023) in accordance with the instructions set out in the Account Holder Letter and the remainder of the Solicitation Packet; and
 - b. the Account Holder Letter, including in particular Part 1 and Part 2 of the Account Holder Letter, has been duly completed and submitted to and received by the Information Agent via the Scheme Website by no later than the **Voting Instruction Deadline** (being 10:00 a.m. Cayman Islands time/11:00 p.m. Hong Kong time on 9 November 2023) in accordance with the instructions set out in the Account Holder Letter and the remainder of the Solicitation Packet. Scheme Creditors who are not the CB Holder or Blocked Scheme Creditors must ensure that they allow sufficient time for their respective Account Holders to give instructions to the Clearing Systems, in accordance with the procedures established between them, to ensure that a duly completed Account Holder Letter is submitted to and received online via the Scheme Website by the **Voting Instruction Deadline**.

(ii) in the case of a Blocked Scheme Creditor:

- a. the Blocked Scheme Creditor Voting Form has been duly completed and submitted to and received by the Company via email to ir@ehousechina.com by no later than the **Voting Instruction Deadline** (being 10:00 a.m. Cayman Islands time/11:00 p.m. Hong Kong time on 9 November 2023) in accordance with the instructions set out in the Blocked Scheme Creditor Voting Form and the remainder of the Solicitation Packet.

(iii) in the case of the CB Holder:

- a. the CB Holder Voting Form has been duly completed and submitted to and received by the Company via email to ir@ehousechina.com by no later than the **Voting Instruction Deadline** (being 10:00 a.m. Cayman Islands time/11:00 p.m. Hong Kong time on 9 November 2023) in accordance with the instructions set out in the CB Holder Voting Form and the remainder of the Solicitation Packet.

Each Scheme Creditor (or, if a corporation, its duly authorised representative) or its proxy intending to attend the Cayman Scheme Meetings will be required to register its attendance at the Cayman Scheme Meetings no later than 30 minutes prior to the scheduled start time of each of the Cayman Scheme Meetings. Registration at the CB Holder Cayman Scheme Meeting will commence at 8:00 a.m. on 14 November 2023 (Cayman Islands time), the equivalent time being 9:00 p.m. (Hong Kong time) on 14 November 2023. Registration at the Noteholders Cayman Scheme Meeting will commence at 9:00 a.m. on 14 November 2023 (Cayman Islands time), the equivalent time being 10:00 p.m. (Hong Kong time) on 14 November 2023.

Any Scheme Creditor or its proxy attending the Cayman Scheme Meetings in person must produce a duplicate copy of the Account Holder Letter, Blocked Scheme Creditor Voting Form or CB Holder Voting Form, as applicable, that has been validly completed and submitted electronically by or on behalf of that Scheme Creditor together with corporate authority (in the case of a corporation) (for example, a valid power of attorney and/or board resolutions) and evidence of personal identity (being a valid original passport or other original government-issued photographic identification) at the virtual registration desk by no later than 30 minutes before the scheduled time of the applicable Cayman Scheme Meeting. If appropriate personal identification or evidence of authority is not produced, that person shall only be permitted to attend and vote at the Cayman Scheme Meetings at the discretion of the Chairperson.

Pursuant to the Cayman Scheme Convening Order, the Cayman Court appointed Alexander Lawson of Alvarez & Marsal Cayman Islands Limited to act as the Chairperson of the Cayman Scheme Meetings, or failing him, another representative of Alvarez & Marsal Cayman Islands Limited nominated by him, and directed the Chairperson to report the results of the Cayman Scheme Meetings to the Cayman Court within seven (7) days of the date of the Cayman Scheme Meetings. The results of the Cayman Scheme Meetings will also be made available on the Scheme Website, will be the subject of a public announcement to be published on the SEHK website and will be published on the Company's website.

The Cayman Scheme will be subject to the subsequent approval and sanction of the Cayman Court. The Cayman Scheme Sanction Hearing is presently scheduled to take place at 10.00 a.m. Cayman Islands time (11.00 p.m. Hong Kong time) on 24 November 2023. Any Scheme Creditor is entitled (but not obliged) to attend the Cayman Scheme Sanction Hearing, through legal counsel, to support or oppose the approval and sanction of the Cayman Scheme.

NOTICE OF HK SCHEME MEETING

NOTICE IS HEREBY GIVEN that, by an Order dated 26 September 2023 (the “**HK Scheme Convening Order**”), the High Court of Hong Kong has directed that (i) a meeting of the Scheme Creditors (other than the CB Holder) (the “**Noteholders HK Scheme Meeting**”) and (ii) a meeting of the CB Holder (the “**CB Holder HK Scheme Meeting**”, and together with the Noteholders HK Scheme Meeting, the “**HK Scheme Meetings**”) be convened for the purpose of considering and, if thought fit, approving with or without modification the HK Scheme.

The HK Scheme Meetings will be convened for two separate classes of Scheme Creditors for the purposes of voting on the HK Scheme:

- For the CB Holder: the **CB Holder HK Scheme Meeting** will be held at the Hong Kong offices of Skadden, Arps, Slate, Meagher & Flom LLP at 42/F, Edinburgh Tower, the Landmark, 15 Queen’s Road Central, Hong Kong, with any adjournment as may be appropriate, at 9:00 p.m. on 14 November 2023 (Hong Kong time), the equivalent time being 8:00 a.m. (Cayman Islands time) on 14 November 2023.
- For the Scheme Creditors other than the CB Holder: the **Noteholders HK Scheme Meeting** will be held at the Hong Kong offices of Skadden, Arps, Slate, Meagher & Flom LLP at 42/F, Edinburgh Tower, the Landmark, 15 Queen’s Road Central, Hong Kong, with any adjournment as may be appropriate, at 10:00 p.m. on 14 November 2023 (Hong Kong time), the equivalent time being 9:00 a.m.(Cayman Islands time) on 14 November 2023.

In each case any changes in arrangements relating to the HK Scheme Meetings shall be communicated to Scheme Creditors in advance of the HK Scheme Meetings on the Scheme Website, and by a public announcement published on the website of The Stock Exchange of Hong Kong Limited (the “**SEHK**”).

Scheme Creditors will be able to attend the HK Scheme Meetings in person, by a duly authorised representative (if a corporation) or by proxy. Scheme Creditors will also be able to attend the HK Scheme Meetings by video conference via Zoom using details that may be obtained on request from the Information Agent (if you are a Scheme Creditor who is not the CB Holder or a Blocked Scheme Creditor) or the Company or CICC (as defined below) (if you are the CB Holder or a Blocked Scheme Creditor). Scheme Creditors who attend the HK Scheme Meetings by video conference will be able to vote (and to change their vote, if they wish).

All Scheme Creditors are requested to attend the HK Scheme Meetings at such place and time either in person, by a fully authorised representative (if a corporation) or by proxy. A copy of the HK Scheme and a copy of the Explanatory Statement are incorporated in the document of which this Notice forms part.

Scheme Creditors may vote in person (or, if a corporation, appoint a duly authorised representative to vote in person) or appoint proxies to vote in their place. Scheme Creditors may appoint proxies to vote at the HK Scheme Meetings in Part 2 of the Account Holder Letter (*Voting and Appointment of Proxy*), Section 4 of the Blocked Scheme Creditor Voting Form (*Voting Instructions relating to the Schemes and Appointment of Proxy*) or Section 2 of the CB Holder Voting Form (*Voting Instructions relating to the Schemes and Appointment of Proxy*), as applicable.

The Old Notes Trustee and the Depositary are also Scheme Creditors, but have agreed not to exercise any voting rights they may have in respect of the Old Notes at the HK Scheme Meetings.

In order to vote on the HK Scheme and attend the HK Scheme Meetings (in person, by a duly authorised representative (if a corporation) or by proxy), a Scheme Creditor must ensure that:

- (iv) in the case of a Scheme Creditor that is not the CB Holder or a Blocked Scheme Creditor:
 - a. a Custody Instruction is submitted on their behalf via the relevant Clearing System by the **Custody Instruction Deadline** (being 11:00 p.m. Hong Kong time on 7 November 2023/10:00 a.m. Cayman Islands time) in accordance with the instructions set out in the Account Holder Letter and the remainder of the Solicitation Packet; and
 - b. the Account Holder Letter, including in particular Part 1 and Part 2 of the Account Holder Letter, has been duly completed and submitted to and received by the Information Agent via the Scheme Website by no later than the **Voting Instruction Deadline** (being 11:00 p.m. Hong Kong time on 9 November 2023/10:00 a.m. Cayman Islands time) in accordance with the instructions set out in the Account Holder Letter and the remainder of the Solicitation Packet. Scheme Creditors who are not the CB Holder or Blocked Scheme Creditors must ensure that they allow sufficient time for their respective Account Holders to give instructions to the Clearing Systems, in accordance with the procedures established between them, to ensure that a duly completed Account Holder Letter is submitted to and received online via the Scheme Website by the Information Agent by the **Voting Instruction Deadline**.
- (v) in the case of a Blocked Scheme Creditor:
 - a. the Blocked Scheme Creditor Voting Form has been duly completed and submitted to and received by the Company via email to **ir@ehousechina.com** by no later than the **Voting Instruction Deadline** (being 11:00 p.m. Hong Kong time on 9 November 2023/10:00 a.m. Cayman Islands time) in accordance with the instructions set out in the Blocked Scheme Creditor Voting Form and the remainder of the Solicitation Packet.
- (vi) in the case of the CB Holder:
 - a. the CB Holder Voting Form has been duly completed and submitted to and received by the Company via email to **ir@ehousechina.com** by no later than the **Voting Instruction Deadline** (being 11:00 p.m. Hong Kong time on 9 November 2023/10:00 a.m. Cayman Islands time) in accordance with the instructions set out in the CB Holder Voting Form and the remainder of the Solicitation Packet.

Each Scheme Creditor (or, if a corporation, its duly authorised representative) or its proxy intending to attend the HK Scheme Meetings will be required to register its attendance at the HK Scheme Meetings no later than 30 minutes prior to the scheduled start time of each of the HK Scheme Meetings. Registration at the CB Holder HK Scheme Meeting will commence at 8:30 p.m. on 14 November 2023 (Hong Kong time), the equivalent time being 7:30 a.m. (Cayman Islands time) on 14 November 2023. Registration at the Noteholders HK Scheme Meeting will commence at 9:30 p.m. on 14 November 2023 (Hong Kong time), the equivalent time being 8:30 a.m. (Cayman Islands time) on 14 November 2023.

Any Scheme Creditor or its proxy attending the HK Scheme Meetings in person must produce a duplicate copy of the Account Holder Letter, Blocked Scheme Creditor Voting Form or CB Holder Voting Form, as applicable, that has been validly completed and submitted electronically by or on behalf of that Scheme Creditor together with corporate authority (in the case of a corporation) (for example, a valid power of attorney and/or board resolutions) and evidence of personal identity (being a valid original passport or other original government-issued photographic identification) at the virtual registration desk by no later than 30 minutes before the scheduled time of the applicable HK Scheme Meeting. If appropriate personal identification or evidence of authority is not produced, that person shall only be permitted to attend and vote at the HK Scheme Meetings at the discretion of the Chairperson.

By the HK Scheme Convening Order, the Court appointed Mr. Cheng Li-lan or failing him, such other person as approved by the Court to act as Chairperson of the said meeting and directed the Chairperson to report the results of the HK Scheme Meetings to the Court.

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

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

Only in respect of the Cayman Scheme:

Alvarez & Marsal Cayman Islands Limited

2nd 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

ANY BLOCKED SCHEME CREDITORS REQUIRING ASSISTANCE SHOULD CONTACT:

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

E-House@cicc.com.cn

E-House (China) Enterprise Holding Limited

Email: 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.

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/>

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 Scheme as and when appropriate.

Shareholders and other investors of the Company are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 10 October 2023

As at the date of this announcement, the Board comprises Mr. Zhou Xin as Chairman and executive Director, Mr. Huang Canhao, Dr. Ding Zuyu and Dr. Cheng Li-Lan 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.