



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)

PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

Form of proxy for use at the extraordinary general meeting of E-House (China) Enterprise Holdings Limited (the “Company”) to be held at Conference Room, 1/F, Yinli Building, 383 Guangyan Road, Jing’an District, Shanghai, China on 31 January 2024 at 10:00 a.m. (the “Meeting”).

I/We,¹ _____
of _____
being the registered holder(s) of _____ shares² of US\$0.00001 each in the capital of the Company, hereby appoint³ the chairman of the Meeting or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Conference Room, 1/F, Yinli Building, 383 Guangyan Road, Jing’an District, Shanghai, China on 31 January 2024 at 10:00 a.m. and at any adjournment thereof on the undermentioned resolutions as indicated:

ORDINARY RESOLUTIONS ⁴		For ⁵	Against ⁵
1.	<p>Subject to the passing of the resolutions numbered 2 and 3 below and the satisfaction of the conditions of the Rights Issue:</p> <p>(a) To approve, confirm and ratify the Underwriting Agreement signed between the Company and Mr. Zhou Xin, and the transactions contemplated thereunder;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <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>		

ORDINARY RESOLUTIONS ⁴		For ⁵	Against ⁵
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>		
SPECIAL RESOLUTION ⁴			
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>		

Dated the _____ day of _____

Signature⁶: _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (2) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- (3) If any proxy other than the Chairman is preferred, delete the words “the Chairman of the Meeting” and insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialed by the person(s) who signs it.
- (4) The full text of the resolutions is set out in the notice of the Meeting.
- (5) Please indicate with an “√” in the appropriate space beside each of the resolutions how you wish the proxy to vote on your behalf on a poll.
- (6) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (7) In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
- (8) To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the Meeting (i.e. before 10:00 a.m. on Monday, 29 January 2024) or any adjourned meeting.
- (9) A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (10) The Chairman of the Meeting will demand a poll on each of the resolutions submitted for determination at the Meeting. On a poll, every member present in person or by a duly authorised corporate representative or by proxy shall have one vote for every share held by him/her. The results of the poll will be published on websites of the Company and The Stock Exchange of Hong Kong Limited following the Meeting.
- (11) Unless otherwise defined, capitalised terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated 30 November 2023.