



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 10:30 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 10:30 a.m. and at any adjournment thereof on the undermentioned resolutions as indicated:

ORDINARY RESOLUTIONS ⁴		For ⁵	Against ⁵
1.	(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 (b) To authorise any one or more Director(s) to do all 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.		
2.	(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 (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.		
3.	(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 (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.		

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 10:30 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 16 January 2024.