

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in E-House (China) Enterprise Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

---

**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)**

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
PROPOSED GRANT OF SHARE REPURCHASE MANDATE  
AND ISSUANCE MANDATE  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the Annual General Meeting of E-House (China) Enterprise Holdings Limited to be held physically at Conference Room, 1/F, Yinli Building, 383 Guangyan Road, Jing'an District, Shanghai, China on Friday, 14 June 2024 at 11:00 a.m. is set out on pages 23 to 27 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.ehousechina.com](http://www.ehousechina.com)).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. before 11:00 a.m. on Wednesday, 12 June 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish and in such event, the proxy form shall be deemed to be revoked.

23 May 2024

---

## CONTENTS

---

	<i>Pages</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	5
1. INTRODUCTION .....	5
2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS .....	6
3. PROPOSED GRANT OF SHARE REPURCHASE MANDATE .....	6
4. PROPOSED GRANT OF ISSUANCE MANDATE .....	7
5. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION ..	7
6. CLOSURE OF REGISTER OF MEMBERS .....	7
7. NOTICE OF ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT .....	8
8. VOTING BY POLL .....	8
9. REPRESENTATION .....	9
10. RECOMMENDATION .....	9
 <b>APPENDIX I           PARTICULARS OF RETIRING DIRECTORS                           PROPOSED FOR RE-ELECTION</b> .....	10
 <b>APPENDIX II          EXPLANATORY STATEMENT OF THE SHARE                           REPURCHASE MANDATE</b> .....	15
 <b>APPENDIX III         PROPOSED AMENDMENTS TO THE ARTICLES OF                           ASSOCIATION</b> .....	18
 <b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	23

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	an annual general meeting of the Company to be held physically at Conference Room, 1/F, Yinli Building, 383 Guangyan Road, Jing’an District, Shanghai, China on Friday, 14 June 2024, at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 23 to 27 of this circular, or any adjournment thereof
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China, except where the context requires otherwise, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	E-House (China) Enterprise Holdings Limited (易居(中國)企業控股有限公司), an exempted company with limited liability incorporated under the laws of the Cayman Islands on 22 February 2010
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules and to the extent the context so requires, refers to Mr. Zhou and the entities controlled by him through which he holds his interest in our Company, namely, On Chance Inc., Jun Heng Investment Limited, E-House Holdings, E-House (China) Holdings, CRE Corp and Regal Ace Holdings Limited
“CRE Corp”	China Real Estate Information Corporation (中國房產信息集團), a company incorporated in the Cayman Islands with limited liability on 21 August 2008 and one of the substantial shareholders of the Company
“Director(s)”	the director(s) of our Company

---

## DEFINITIONS

---

“E-House (China) Holdings”	E-House (China) Holdings Limited (易居(中國)控股有限公司), a company incorporated in the Cayman Islands with limited liability on 27 August 2004 and one of the substantial shareholders of the Company
“E-House Holdings”	E-House Holdings Limited, a company incorporated in the Cayman Islands with limited liability on 31 July 2015 and one of the substantial shareholders of the Company
“Evergrande”	China Evergrande Group (中國恒大集團), a company incorporated in the Cayman Islands with limited liability and listed on the Stock Exchange with stock code 3333
“Existing Articles of Association”	the existing second amended and restated memorandum and articles of association of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with new Shares of not exceeding 20% of the number of the total issued Shares as at the date of passing of the proposed ordinary resolution granting of such general mandate by the Shareholders
“Latest Practicable Date”	20 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Leju”	Leju Holdings Limited, a company incorporated in the Cayman Islands with limited liability on 20 November 2013 and listed on NYSE with stock code LEJU and which is a subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time

---

## DEFINITIONS

---

“Mr. Zhou”	Mr. Zhou Xin (周忻), our Executive Director and a substantial shareholder of the Company
“New Articles of Association”	the third amended and restated memorandum and articles of association of the Company incorporating and consolidating the Proposed Amendments
“NYSE”	the New York Stock Exchange
“Ordinary Resolution 5”	the ordinary resolution numbered “5” in the notice of the Annual General Meeting, in respect of the proposal to grant to the Directors the Share Repurchase Mandate
“Ordinary Resolution 6”	the ordinary resolution numbered “6” in the notice of the Annual General Meeting, in respect of the proposal to grant to the Directors the Issuance Mandate
“PRC Holdco”	E-House Enterprise (China) Group Co., Ltd. (易居企業(中國)集團有限公司), a company established in the PRC with limited liability on 3 July 2006, and an indirect wholly-owned subsidiary of our Company
“Proposed Amendments”	the proposed amendments to the Existing Articles of Association as set out in Appendix III to this circular
“RMB”	Renminbi, the lawful currency of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) in the share capital of our Company with a par value of US\$0.00001 each
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution granting of such general mandate by the Shareholders
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

---

## DEFINITIONS

---

“subsidiary” or “subsidiaries”	has the meaning ascribed to it thereto in section 15 of the Companies Ordinance
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong as amended from time to time
“United States” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent

---

LETTER FROM THE BOARD

---



**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)**

*Executive Directors:*

Mr. Zhou Xin (*Chairman and  
Chief Executive Officer*)  
Mr. Huang Canhao (*Vice Chairman*)  
Dr. Cheng Li-Lan  
Dr. Ding Zuyu

*Registered Office:*

Maples Corporate Services Limited  
PO Box 309  
Ugland House  
Grand Cayman, KY1-1104  
Cayman Islands

*Non-executive Directors:*

Ms. Jiang Shanshan  
Dr. Yang Yong  
Mr. Song Jiajun  
Mr. Chen Daiping

*Headquarters:*

11/F, Yinli Building  
383 Guangyan Road, Jing'an District  
Shanghai 200072, China

*Independent Non-executive Directors:*

Mr. Zhang Bang  
Mr. Zhu Hongchao  
Mr. Wang Liqun  
Mr. Li Jin

*Principal Place of Business  
in Hong Kong:*

40th Floor, Dah Sing Financial Centre  
No. 248 Queen's Road East  
Wan Chai, Hong Kong

23 May 2024

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
PROPOSED GRANT OF SHARE REPURCHASE MANDATE  
AND ISSUANCE MANDATE  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting and the notice of the Annual General Meeting.

---

## LETTER FROM THE BOARD

---

### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Mr. Chen Daiping who was appointed as a Director with effect from 4 September 2023 will retire from office at the Annual General Meeting and, being eligible, offer himself for re-election.

In accordance with Article 16.18 of the Articles of Association, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. Accordingly, Mr. Huang Canhao, Dr. Ding Zuyu, Ms. Jiang Shanshan and Dr. Yang Yong will retire from office at the Annual General Meeting and, being eligible, offer themselves for re-election.

Details of the above-named Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

The Nomination Committee has also reviewed and considered each retiring Director's respective experience, skills and knowledge, and recommended to the Board that the re-election of all retiring Directors be proposed for Shareholders' approval at the Annual General Meeting.

### 3. PROPOSED GRANT OF SHARE REPURCHASE MANDATE

In order to give the Company the flexibility to repurchase Shares where appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Share Repurchase Mandate to the Directors to repurchase Shares of not exceeding 10% of the number of issued Shares. As at the Latest Practicable Date, the Company had 1,749,059,530 Shares in issue. Subject to the passing of Ordinary Resolution 5 and assuming that the number of issued Shares remains unchanged following the Latest Practicable Date and prior to the date of the Annual General Meeting, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate as at the date of passing Ordinary Resolution 5 will be 174,905,953 Shares.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the grant of the Share Repurchase Mandate is set out in Appendix II to this circular.



---

## LETTER FROM THE BOARD

---

### **4. PROPOSED GRANT OF ISSUANCE MANDATE**

In order to give the Company the flexibility to issue Shares where appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares or securities convertible into Shares and to make or grant offers, agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) which might require the exercise of such power, during the period as set out in Ordinary Resolution 6 in the notice of the Annual General Meeting of not exceeding 20% of the number of issued Shares. As at the Latest Practicable Date, the Company had 1,749,059,530 Shares in issue. Subject to the passing of Ordinary Resolution 6 and assuming that the number of issued Shares remains unchanged following the Latest Practicable Date and prior to the date of the Annual General Meeting, the Directors will be authorized to issue a maximum of 349,811,906 Shares under the Issuance Mandate. An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

### **5. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board has proposed to amend certain provisions of the Existing Articles of Association by way of adoption of the New Articles of Association to (i) update and bring the Existing Articles of Association in line with the amendments made to the Listing Rules in respect of the electronic dissemination of corporate communications by listed issuers which came into effect on 31 December 2023; and (ii) make other consequential and housekeeping amendments.

Details of the Proposed Amendments are set out in Appendix III to this circular.

The adoption of the New Articles of Association is subject to Shareholders' approval by way of special resolution at the Annual General Meeting.

### **6. CLOSURE OF REGISTER OF MEMBERS**

For the purpose of ascertaining the Shareholders' entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024, both days inclusive, during which period no transfer of the Shares can be registered.

In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 7 June 2024.

---

## LETTER FROM THE BOARD

---

### 7. NOTICE OF ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 23 to 27 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of such meeting, in good faith, decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.ehousechina.com](http://www.ehousechina.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. before 11:00 a.m. on Wednesday, 12 June 2024) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish and in such event, the proxy form shall be deemed to be revoked.

### 8. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, voting on all resolutions set out in the notice of Annual General Meeting shall be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each share registered in his/her name in the register. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way. As at the Latest Practicable Date, to the extent the Company is aware, having made all reasonable enquiries, no Shareholder has to abstain from voting on any of the proposed resolutions. The results of the poll will be published on the websites of the Company and the Stock Exchange after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

---

## LETTER FROM THE BOARD

---

### 9. REPRESENTATION

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 10. RECOMMENDATION

The Directors consider that the proposed resolutions set out in the notice of the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
**E-House (China) Enterprise Holdings Limited**  
**Zhou Xin**  
*Chairman*

*The following are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting:*

**1. Mr. Huang Canhao (黃燦浩)**

Mr. Huang Canhao, aged 66, is an executive Director and vice chairman of our Group. He is primarily responsible for overseeing the management and strategic development of our Group. Mr. Huang received his diploma in economics management from the International Business School of Shanghai University in 1998.

In 2000, he joined our business, serving at E-House Management from 2000 to 2007 as vice president and serving at E-House (China) Holdings from 2007 to 2009 as head of operations. He has also held various roles in PRC Holdco, including vice president of the real estate agency services business division in the primary market from 2009 to 2015, and a director and vice chairman since 2016.

Mr. Huang has been a director of Leju since its listing in April 2014. Mr. Huang was a director of our substantial Shareholder, CRE Corp, from its listing in October 2009 to May 2012 when it was delisted. Additionally, Mr. Huang was previously a director of E-House (China) Holdings, a company listed on NYSE with stock code EJ, from its listing in August 2007 to August 2016 when it was delisted.

Mr. Huang was re-appointed as a director of E-House (China) Holdings Limited with effect from March 2017.

As at the Latest Practicable Date, Mr. Huang was interested in 9,600,000 Shares.

Mr. Huang has signed a service contract with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Mr. Huang's service contract, Mr. Huang is not entitled to any director's emoluments as an executive Director.

Save as disclosed above, Mr. Huang (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management, substantial shareholder or Controlling Shareholder of the Company or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Save for the information disclosed above, there are no other matters concerning Mr. Huang that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51 of the Listing Rules.

**2. Dr. Ding Zuyu (丁祖昱)**

Dr. Ding Zuyu, aged 50, is an executive Director. Dr. Ding is primarily responsible for overseeing the management and strategic development of our Group. He received his bachelor's degree in real estate business management in July 1998 and his doctorate in economics in December 2013, both from East China Normal University (華東師範大學).

Between September 2000 and November 2001, he served as manager of the research and development department of E-House Management, after which he served as vice president and technology director of E-House Management until January 2008. He served as co-president of CRE Corp from September 2009 to September 2011 and as director from March 2011 to April 2012. Dr. Ding was the co-president of E-House (China) Holdings from April 2012 to August 2016. He has been the president of real estate data and consulting services division of PRC Holdco since July 2006 and chief executive officer of PRC Holdco since August 2016.

He serves as a vice principal of the E-House Research and Training Institute (易居研究院). He is also an executive member of the China Real Estate Association (中國房地產協會) and served as an adviser on the real estate market for the China's Ministry of Housing and Urban-Rural Development (國家住房和城鄉建設部). He was named as "Shanghai Outstanding Young Merchant" (上海傑出青商) in 2012 and was named one of the "Top Ten Shanghai Young Economics Figures" (上海十大傑出青年經濟人物) for 2011 to 2012. Dr. Ding currently also serves as the general manager Beijing CREA Technology Services Ltd. (北京中房研協技術服務有限公司).

Dr. Ding was an independent director of Sanxiang Impression Co., Ltd (三湘印象股份有限公司), a company listed on the Shenzhen Stock Exchange with stock code 00863 from January 2012 until his resignation in January 2018. Dr. Ding has also been an independent non-executive director of Powerlong Real Estate Holdings Limited, a company listed on the Hong Kong Stock Exchange with stock code 1238, since December 2014. Dr. Ding was also an independent director of Shanghai Chengtou Holdings Co., Ltd. (上海城投控股股份有限公司), a company listed on the Shanghai Stock Exchange with stock code 600649, from July 2011 to March 2017.

As at the Latest Practicable Date, Dr. Ding was interested in 9,600,000 Shares.

Dr. Ding has signed a service contract with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Dr. Ding's service contract, Dr. Ding is not entitled to any director's emoluments as an executive Director.

Save as disclosed above, Dr. Ding (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management, substantial shareholder or Controlling Shareholder of the Company or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Save for the information disclosed above, there are no other matters concerning Dr. Ding that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51 of the Listing Rules.

### 3. Ms. Jiang Shanshan (蔣珊珊)

Ms. Jiang Shanshan, aged 40, is a non-executive Director. Ms. Jiang currently serves as investment director at Alibaba Group Holding Ltd. From 2016 to 2018, Ms. Jiang was an investment director at Permira Advisers (China) Limited. Between 2010 and 2015, Ms. Jiang served as vice president at Unitas Capital. She was a senior associate of strategic consulting at PricewaterhouseCoopers from 2008 to 2010. Ms. Jiang received a master's degree in operational research and control sciences from Fudan University in 2008.

Ms. Jiang has signed an appointment letter with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Ms. Jiang's appointment letter, Ms. Jiang is not entitled to any director's emoluments as a non-executive Director.

Save as disclosed above, Ms. Jiang (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management, substantial shareholder or Controlling Shareholder of the Company or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Save for the information disclosed above, there are no other matters concerning Ms. Jiang that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51 of the Listing Rules.

**4. Dr. Yang Yong (楊勇)**

Dr. Yang Yong, aged 51, is a non-executive Director. Dr. Yang holds the professional title of senior economist. Dr. Yang graduated with a bachelor's degree in economics from Guanghai School of Management of Peking University (北京大學光華管理學院) in 1995. He received a Doctorate of Business Administration degree from NEOMA Business School in 2023. Since 1995, Dr. Yang has served in several senior positions at Shanghai Star (Group) Co., Ltd. (上海中星(集團)有限公司), including as a general manager in the investment management department and a deputy chief economist. Between 2014 and 2019, Dr. Yang served as a general manager in the strategic investment department of the Shanghai Land (Group) Co., Ltd.. He was a general manager of Shen Shou Run Investment Management Co., Ltd. from 2019 to 2021. Since 2021, Dr. Yang has served as a general manager in the Shanghai Regional investment and development facilitation centre of China Vanke Co., Ltd. (萬科企業股份有限公司上海區域投資和發展促進中心).

Dr. Yang has signed an appointment letter with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Dr. Yang's appointment letter, Dr. Yang is entitled to an annual director's fee of HK\$250,000 per annum.

Save as disclosed above, Dr. Yang (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management, substantial shareholder or Controlling Shareholder of the Company or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Save for the information disclosed above, there are no other matters concerning Dr. Yang that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51 of the Listing Rules.

**5. Mr. Chen Daiping (陳代平)**

Mr. Chen Daiping, aged 41, is a non-executive Director. Mr. Chen currently serves as a manager of finance of a Hong Kong subsidiary of China Evergrande Group. Mr. Chen joined China Evergrande Group in July 2008 and has more than 15 years of working experience in financial management positions. Mr. Chen received his bachelor's degree in Management from Nankai University (南開大學) in June 2008.

As at the Latest Practicable Date, Mr. Chen has no interest in the Shares.

Mr. Chen has signed an appointment letter with the Company for a period of three years subject to the relevant provisions of retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Under the terms of Mr. Chen's appointment letter, Mr. Chen is entitled to an annual director's fee of HK\$250,000 per annum as a non-executive Director.

Save as disclosed above, Mr. Chen (i) does not hold any other position with any members of the Group; (ii) has no relationship with any Director, senior management, substantial shareholder or Controlling Shareholder of the Company or other members of the Group; (iii) is not interested in other Shares within the meaning of Part XV of the SFO; and (iv) did not hold any directorships in other listed public companies in the last three years.

Save for the information disclosed above, there are no other matters concerning Mr. Chen that need to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules, nor are there any other matters and information that need to be brought to the attention of the Shareholders or required to be disclosed pursuant to any of the requirements under Rule 13.51 of the Listing Rules.



*The following is an explanatory statement required by the Listing Rules to provide Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against Ordinary Resolution 5 in respect of the approval of the Share Repurchase Mandate.*

## **1. ISSUED SHARES**

As at the Latest Practicable Date, the Company had 1,749,059,530 Shares in issue. Subject to the passing of Ordinary Resolution 5 in respect of the granting of the Share Repurchase Mandate and on the basis that the number of issued Shares remains unchanged before the Annual General Meeting, i.e. being 1,749,059,530 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a maximum of 174,905,953 Shares, representing 10% of the number of Shares in issue as at the date of the Annual General Meeting (assuming the number of issued Shares remains unchanged following the Latest Practicable Date and prior to the date of the Annual General Meeting).

## **2. REASONS FOR SHARE REPURCHASE**

The Directors believe it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

## **3. FUNDING OF SHARE REPURCHASE**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

## **4. IMPACT OF SHARE REPURCHASE**

There might be a material adverse impact on the working capital or the gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. TAKEOVERS CODE**

If, as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Based on the total number of 1,749,059,530 Shares in issue, as at the Latest Practicable Date, and to the best knowledge and belief of the Directors, Mr. Zhou (together with several intermediate companies controlled by him) who is the single largest shareholder of the Company, was interested in approximately 23.62% of the issued share capital of the Company. In the event that the Directors exercised in full the Proposed Repurchase Mandate, the shareholding of Mr. Zhou in the Company will be increased to approximately 26.24% of the issued share capital of the Company. To the best knowledge and belief of the Directors and in the absence of any special circumstances, such increases would not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Listing Rules prohibit a company from making a repurchase on the Stock Exchange if such repurchase would result in less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued Shares being publicly held. The Directors do not intend to repurchase Shares to the extent that, after the consummation of any such repurchase, less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued Shares would be publicly held.

**6. REPURCHASE OF SHARES MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company in the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

**7. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

The Company confirms that neither this explanatory statement nor the proposed repurchase of Shares has any unusual features.

## 8. MARKET PRICES OF SHARES

The highest and lowest traded prices for Shares recorded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

Month	Highest traded prices <i>HK\$</i>	Lowest traded prices <i>HK\$</i>
<b>2023</b>		
May	0.495	0.300
June	0.350	0.210
July	0.295	0.209
August	0.440	0.220
September	0.340	0.220
October	0.238	0.160
November	0.229	0.182
December	0.205	0.182
<b>2024</b>		
January	0.218	0.160
February	0.215	0.154
March	0.175	0.111
April	0.147	0.043
May (up to the Latest Practicable Date)	0.220	0.091

**APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

*Details of the Proposed Amendments are as follows:*

Articles of Association currently in force		Proposed to be amended as		Remarks
No.	Articles of Association	No.	Articles of Association	
Article 2.2	In these Articles, unless there be something in the subject or context inconsistent therewith:	Article 2.2	In these Articles, unless there be something in the subject or context inconsistent therewith:	
	WORD MEANING - -		WORD MEANING <u>“Corporate Communication”</u> shall have the meaning given to it in the Listing Rules.	
Article 6.3	A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as herein provided.	Article 6.3	A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as <del>herein provided</del> <u>in Article 30.1.</u>	
Article 6.5	<del>In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.</del>	-	-	The existing Article 6.5 is deleted. It follows that the existing Articles 6.6 to 6.13 are renumbered as the new Articles 6.5 to 6.12, respectively.
Article 9.1	If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time during such time as any part thereof remains unpaid, without prejudice to the provisions of Article 6.10, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.	Article 9.1	If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time during such time as any part thereof remains unpaid, without prejudice to the provisions of Article <del>6.10-6.9</del> , serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.	

**APPENDIX III      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Articles of Association currently in force		Proposed to be amended as		Remarks
No.	Articles of Association	No.	Articles of Association	
Article 28.6	To the extent permitted by and subject to due compliance with these Articles, the Companies Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.	Article 28.6	To the extent permitted by and subject to due compliance with these Articles, the Companies Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, <del>and to obtaining all necessary consents, if any, required thereunder,</del> the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.	

**APPENDIX III      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Articles of Association currently in force		Proposed to be amended as		Remarks
No.	Articles of Association	No.	Articles of Association	
Article 30.1	Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.	Article 30.1	<p>Except as otherwise provided in these Articles, any notice or document, <u>including any Corporate Communication</u>, may be served by the Company and any notices may be served by the Board on any member <del>either personally or by</del> <u>in any of the following manner:</u></p> <p><u>(a) personally by leaving it at the registered address of such member as appearing in the register;</u></p> <p><u>(b) by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted (which shall be sent by airmail where the notice or document is posted from one country to another);</u></p> <p><u>(c) by the Listing Rules and all applicable laws and regulations; by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company; or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means;</u></p> <p><u>(d) by placing it on the Company's Website and/or the Exchange's website; or</u></p> <p><u>(e) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.</u></p> <p>In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>	

**APPENDIX III      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Articles of Association currently in force		Proposed to be amended as		Remarks
No.	Articles of Association	No.	Articles of Association	
Articles 30.4, 30.5, 30.6 and 30.7	<p>30.4 A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</p> <p>30.5 Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.</p>	Article 30.4	<p><del>A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</del></p> <p><u>Any notice or document, including any Corporate Communication:</u></p> <p><u>(a) delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;</u></p> <p><u>(b) 30.5 Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.;</u></p>	<p>The existing Articles 30.4, 30.6 and 30.8 are deleted and existing Articles 30.5 and 30.7 are incorporated into the new Article 30.4. It follows that the existing Articles 30.9 to 30.12 are renumbered as the new Articles 30.5 to 30.8, respectively.</p>

**APPENDIX III      PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

Articles of Association currently in force		Proposed to be amended as		Remarks
No.	Articles of Association	No.	Articles of Association	
	<p>30.6 Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.</p> <p>30.7 Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</p>		<p><u>(c) given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;</u></p> <p><u>(d) served by being placed on the Company's Website and/or the Exchange's website shall be deemed to be served at the time the notice or document first appears on the Company's Website and/or the Exchange's website, or at such later time as may be prescribed by the Listing Rules; and</u></p> <p><del>30.6 Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.</del></p> <p><u>(e) 30.7 Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</u></p>	
Article 30.8	Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.	Article 30.8	<del>Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.</del>	

*Note: The Existing Articles of Association and New Articles of Association are prepared in English with no official Chinese version. The Chinese translation is for reference only. In case there is any inconsistency between the English version and the Chinese translation, the English version shall prevail.*



---

## NOTICE OF ANNUAL GENERAL MEETING

---



### 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)**

**Notice is hereby given** that an annual general meeting (the “**Annual General Meeting**”) of E-House (China) Enterprise Holdings Limited (the “**Company**”) will be held physically at Conference Room, 1/F, Yinli Building, 383 Guangyan Road, Jing’an District, Shanghai, China on Friday, 14 June 2024 at 11:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended 31 December 2023.
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (a) to re-elect Mr. Huang Canhao as an executive Director;
  - (b) to re-elect Dr. Ding Zuyu as an executive Director;
  - (c) to re-elect Ms. Jiang Shanshan as a non-executive Director;
  - (d) to re-elect Dr. Yang Yong as a non-executive Director; and
  - (e) to re-elect Mr. Chen Daiping as a non-executive Director.
3. To authorize the board of Directors (the “**Board**”) to fix the respective Directors’ remuneration.
4. To re-appoint Zhonghui Anda CPA Limited as the auditor of the Company and to authorize the Board to fix its remuneration.

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. “**THAT:**
  - (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its shares in accordance with all applicable laws, rules and regulations;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (b) the total number of shares of the Company to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, subject to adjustments according to any subsequent consolidation or subdivision of shares and the said approval shall be limited accordingly; and
  - (c) for the purposes of this resolution:
  - (d) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
    - i. the conclusion of the next annual general meeting of the Company;
    - ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
    - iii. the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”
6. “**THAT:**
- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) to allot, issue and deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
  - (b) the mandate in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
  - (c) the number of shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
    - i. a Rights Issue (as defined below);
    - ii. the grant or exercise of any option under the option scheme of the Company or any other option scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company;

---

## NOTICE OF ANNUAL GENERAL MEETING

---

- iii. the exercise of rights of the subscription or conversion under the terms of any warrants to be issued by the Company from time to time or any securities which are convertible into shares; and
- iv. any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company on the date of passing of this resolution, subject to adjustments according to any subsequent consolidation or subdivision of shares and the said approved shall be limited accordingly; and

- (d) for the purposes of this resolution:

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- iii. the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

**“Rights Issue”** means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

7. **“THAT** conditional upon the passing of Ordinary Resolution 5 and Ordinary Resolution 6 of the notice convening this meeting (the **“Notice”**), the general mandate set out in Ordinary Resolution 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the number of issued shares of the Company repurchased by the Company pursuant to the mandate referred to in Ordinary Resolution 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

8. To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

**“THAT:**

- (a) the proposed amendments to the second amended and restated memorandum and articles of association of the Company (the **“Proposed Amendments”**), details of which are set out in Appendix III to the circular of the Company dated 23 May 2024, be and are hereby approved;
- (b) the third amended and restated memorandum and articles of association of the Company (the **“Third Amended and Restated Memorandum and Articles of Association”**), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting, be and are hereby approved and adopted as the memorandum and articles of association of the Company in substitution for and to the exclusion of the second amended and restated memorandum and articles of association of the Company with immediate effect; and
- (c) any Director or company secretary of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents and make all such arrangements that he shall, in his absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Third Amended and Restated Memorandum and Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in Hong Kong and the Cayman Islands.”

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

Hong Kong, 23 May 2024

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

- (1) All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“**Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
- (2) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
- (3) In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must 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 appointed for the holding of the meeting (i.e. before 11:00 a.m. on Wednesday, 12 June 2024) or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 11 June 2024 to Friday, 14 June 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Friday, 7 June 2024.
- (5) A circular containing further details concerning items 2 to 8 set out in the above notice is sent to the shareholders of the Company together with this notice.

*As at the date of this notice, the Board of the Company 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, Dr. 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.*