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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)**

### **PROPOSED ISSUE OF USD DENOMINATED SENIOR NOTES**

This announcement is made by the Company pursuant to Rule 13.09 of 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).

The Company proposes to issue USD denominated senior notes. Completion of the Proposed Notes Issue is subject to, among others, market conditions and investor interest. Credit Suisse and BOC International are one of the joint global coordinators, joint lead managers and joint bookrunners. As at the date of this announcement, the terms and conditions of the Notes are still being determined and the Notes are proposed to be guaranteed by the Subsidiary Guarantors. Upon finalizing the terms of the Notes, it is expected that Credit Suisse, BOC International and other initial purchasers (if any), together with the Subsidiary Guarantors and the Company, will enter into the Purchase Agreement. The Company currently intends to use the net proceeds of the Notes primarily for developing its business operations in the PRC. The Company may adjust the foregoing plans in response to changing market conditions, and thus, reallocate the use of proceeds in the future.

The Notes will only be offered outside the United States in compliance with Regulation S under the Securities Act. The Notes have not been and will not be registered under the Securities Act. None of the Notes will be offered to the public in Hong Kong or any connected person of the Company.

**No PRIIPs KID** – No PRIIPs key information document has been prepared as the Notes are not available to any retail investor in the European Economic Area.

The Company will seek a listing of the Notes on the SEHK. A confirmation of the eligibility for the listing of the Notes has been received from the SEHK for the listing of the Notes by way of debt issues to professional investors only as described in the offering memorandum. The SEHK assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports contained herein. Admission to the SEHK and quotation of the Notes on the SEHK is not to be taken as an indication of the merits of the Company, its subsidiaries and associated companies or the Notes.

**As no binding agreement in relation to the Proposed Notes Issue has been entered into as at the date of this announcement, the Proposed Notes Issue may or may not materialise. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.**

## THE PROPOSED NOTES ISSUE

### Introduction

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### Listing

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## GENERAL

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## RECENT DEVELOPMENT

The Directors wish to take this opportunity to update shareholders of the Company and potential investors about the recent development in the business of the Group since 30 June 2018 apart from those already disclosed by the Company.

For the year ended 31 December 2018, the Group recorded increases in revenue derived from real estate agency services in the primary market, real estate brokerage network services and real estate data and consulting services.

These increases were primarily attributable to the stable growth of the PRC real estate market, the business growth of the Company's existing developer customers, the Company's ability to leverage its strong brand recognition and market position, a significant increase in the number of cooperating brokerage stores that the Company utilized to source buyers of new properties and commissions received from such sourcing services, the success of the Company's promotional activities for the real estate brokerage network services segment, the Company's continued strengthening of its proprietary databases and development of new products and services.

In 2018, the Company maintained its leading position in the market as it continued to enhance its services to increase the value of the services provided. The Company also continued to leverage its data capabilities and was able to increase its market position in real estate data and consulting services as it continued to expand its transaction advisory services.

As of the date of this announcement, the audit of the Company's financial statements for the year ended 31 December 2018 has yet to be finalized. As such, the Company's subsequent revenue recognized and financial performance may be materially different upon completion of the audit work for the year ended 31 December 2018. Accordingly, the information set out above relating to the Group's 2018 performance update should not be unduly relied upon as a measure or indication of its current or future operating performance.

## DEFINITIONS

In this announcement, the following expressions shall have the meanings set forth below unless the context requires otherwise:

“Board”	:	the board of Directors
“BOC International”	:	BOCI Asia Limited, one of the joint global coordinators, joint lead managers and joint bookrunners in respect of the offer and sale of the Notes
“Company”	:	E-House (China) Enterprise Holdings Limited (易居(中國)企業控股有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the SEHK
“Credit Suisse”	:	Credit Suisse (Hong Kong) Limited, one of the joint global coordinators, joint lead managers and joint bookrunners in respect of the offer and sale of the Notes
“Director(s)”	:	the director(s) of the Company
“Group”	:	the Company and its subsidiaries
“Hong Kong”	:	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	:	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Notes”	:	the USD denominated senior notes to be issued by the Company subject to the terms and conditions of the Purchase Agreement
“PRC”	:	the People’s Republic of China, excluding Hong Kong, Macau and Taiwan for the purposes of this announcement
“Proposed Notes Issue”	:	the proposed issue of the Notes by the Company
“Purchase Agreement”	:	the agreement to be entered into between, among others, the Company, the Subsidiary Guarantors, Credit Suisse and BOC International in relation to the Proposed Notes Issue
“Securities Act”	:	the United States Securities Act of 1933, as amended
“SEHK”	:	The Stock Exchange of Hong Kong Limited
“Subsidiary Guarantees”	:	guarantees to be provided by the Subsidiary Guarantors

- “Subsidiary Guarantors” : non-PRC subsidiaries of the Company that on the issue date of the Notes will provide Subsidiary Guarantees to the Company’s obligations under the Notes
- “U.S.” or “United States” : the United States of America, its territories and possessions and all areas subject to its jurisdiction
- “US\$” or “USD” : United States dollar(s), the lawful currency of the United States

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

Hong Kong, 15 February 2019

*As at the date of this announcement, the Board of Directors 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, Dr. Xia Hai Jun, Mr. Mo Bin, Dr. Zhu Jiusheng and Ms. Xie Mei as Non-executive Directors, and Mr. Zhang Bang, Mr. Zhu Hongchao, Mr. Wang Liqun and Mr. Li Jin as Independent Non-executive Directors.*