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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)**

### **CONNECTED TRANSACTIONS IN RELATION TO (1) COMMERCIAL DATABASE TRANSFER AGREEMENT (2) QIUSHILIAN COPYRIGHT TRANSFER AGREEMENT (3) YILOU COPYRIGHT TRANSFER AGREEMENT**

#### **THE TRANSFER AGREEMENTS**

The Board is pleased to announce that, on 30 June 2019, the Transfer Agreements were entered into to inject certain assets and intellectual property rights into Shanghai Louyi for the operation of the CAIC Asset Management Platform (as defined below), namely:

1. the Commercial Database Transfer Agreement was entered into between PRC Holdco and Shanghai Louyi pursuant to which PRC Holdco agreed to transfer its proprietary rights and intellectual property rights in the Commercial Database to Shanghai Louyi, for a total consideration of RMB16,500,000;
2. the Qiushilian Copyright Transfer Agreement was entered into between Shanghai Yunchuang and Shanghai Louyi pursuant to which Shanghai Yunchuang agreed to transfer its software copyrights in the Qiushilian Asset Management Platform Softwares and all related rights in China to Shanghai Louyi, for a total consideration of RMB25,000,000; and
3. the Yilou Copyright Transfer Agreement was entered into between Shanghai CRIC and Shanghai Louyi pursuant to which Shanghai CRIC agreed to transfer its software copyrights in the CRIC Yilou APP Softwares and all related rights in China to Shanghai Louyi, for a total consideration of RMB8,500,000.

#### **LISTING RULES IMPLICATIONS**

Shanghai Louyi is indirectly owned by the Company and CRIC Commercial Information, each as to 50%. CRIC Commercial Information is indirectly wholly-owned by Mr. Zhou, an executive Director and a substantial Shareholder of the Company. As such, Shanghai Louyi is a connected subsidiary of the Company. Shanghai Yunchuang is indirectly held by Mr. Zhou as to 70%, and is therefore an associate of Mr. Zhou and a connected person of the Company. Each of PRC Holdco and Shanghai CRIC is an indirect wholly-owned subsidiary of the Company. Accordingly, the transactions contemplated under the Transfer Agreements constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the transactions contemplated under each of the Transfer Agreements is/are more than 0.1% but less than 5%, the said transactions are subject to the reporting and announcement requirements, but are exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## INTRODUCTION

The Company and CRIC Commercial Information have joined force in building a smart asset operation management service platform in China that is supported by blockchain technology and big data technology (the “**CAIC Asset Management Platform**”). For this shared business vision, Shanghai Louyi was established as an operating entity of the CAIC Asset Management Platform.

## THE TRANSFER AGREEMENTS

The Board is pleased to announce that, on 30 June 2019, the Transfer Agreements were entered into to inject certain assets and intellectual property rights into Shanghai Louyi for the operation of the CAIC Asset Management Platform.

The principal terms of the Transfer Agreements are summarised below:

### Commercial Database Transfer Agreement

Date	:	30 June 2019
Parties	:	(1) PRC Holdco, as transferor; and (2) Shanghai Louyi, as transferee
Assets to be transferred	:	PRC Holdco shall transfer to Shanghai Louyi all of its proprietary rights and intellectual property rights in the Commercial Database, including, without limitation, any relevant data, development platforms and all source codes.
Consideration	:	As consideration, Shanghai Louyi shall pay to PRC Holdco a total of RMB16,500,000. The sum is payable in full upon the execution of the Commercial Database Transfer Agreement.

## **Qiushilian Copyright Transfer Agreement**

Date : 30 June 2019

Parties : (1) Shanghai Yunchuang, as transferor; and  
(2) Shanghai Louyi, as transferee

Assets to be transferred : Shanghai Yunchuang shall transfer to Shanghai Louyi its software copyrights in the Qiushilian Asset Management Platform Softwares and all related rights in China, including, without limitation, the software products, software development platforms and all source codes.

Shanghai Yunchuang and Shanghai Louyi shall apply to the relevant authority to register the change of ownership of the said software copyrights within 30 days of the execution of the Qiushilian Copyright Transfer Agreement.

Consideration : As consideration, Shanghai Louyi shall pay to Shanghai Yunchuang a total of RMB25,000,000. The sum is payable in full upon the execution of the Qiushilian Copyright Transfer Agreement.

## **Yilou Copyright Transfer Agreement**

Date : 30 June 2019

Parties : (1) Shanghai CRIC, as transferor; and  
(2) Shanghai Louyi, as transferee

Assets to be transferred : Shanghai CRIC shall transfer to Shanghai Louyi its software copyrights in the CRIC Yilou APP Softwares and all related rights in China, including, without limitation, the software products, software development platforms and all source codes.

Shanghai CRIC and Shanghai Louyi shall apply to the relevant authority to register the change of ownership of the said software copyrights within 30 days of the execution of the Yilou Copyright Transfer Agreement.

Consideration : As consideration, Shanghai Louyi shall pay to Shanghai CRIC a total of RMB8,500,000. The sum is payable in full upon the execution of the Yilou Copyright Transfer Agreement.

## **BASIS FOR THE CONSIDERATION**

The consideration under the Commercial Database Transfer Agreement was arrived at after arm's length negotiations between PRC Holdco and Shanghai Louyi with reference to, among others, the costs incurred for the development of the Commercial Database and the future business development plans and prospects.

The consideration under the Qiushilian Copyright Transfer Agreement was arrived at after arm's length negotiations between Shanghai Yunchuang and Shanghai Louyi with reference to, among others, the costs incurred for the development of the software copyrights and the future business development plans and prospects.

The consideration under the Yilou Copyright Transfer Agreement was arrived at after arm's length negotiations between Shanghai CRIC and Shanghai Louyi with reference to, among others, the costs incurred for the development of the CRIC Yilou APP Softwares and the future business development plans and prospects.

## **REASONS FOR AND BENEFITS OF THE TRANSACTIONS**

The Company and CRIC Commercial Information share the vision of business potential in the CAIC Asset Management Platform and have joined force in building such a platform. The Board believes that the CAIC Asset Management Platform will further expand and enhance the Group's main businesses, and will strengthen the Group's market competitiveness into the future. The Board believes that the strategic cooperation between the Company and CRIC Commercial Information is conducive to achieving this shared business vision by combining their respective strengths, insights and resources.

The Transfer Agreements and the transactions contemplated thereunder are a step towards building the CAIC Asset Management Platform, by injecting certain assets and intellectual property rights required for operating the platform into Shanghai Louyi, an operating entity set up for running the platform.

## **INFORMATION ON THE PARTIES**

The Company is a real estate transaction service provider in China, mainly offering real estate agency services in the primary market, real estate data and consulting services and real estate brokerage network services.

Shanghai Louyi is an indirect subsidiary of the Company which is owned by CRIC Commercial Information as to 50% and the Company as to 50%. It was established as an operating entity for running the CAIC Asset Management Platform.

PRC Holdco is an indirect wholly-owned subsidiary of the Company and the holding company of the entities of the Group in China.

Shanghai Yunchuang is a company established under the laws of China and is indirectly owned by Mr. Zhou as to 70% and an Independent Third Party as to 30%, and hence it is an associate of Mr. Zhou and a connected person of the Company. It is principally engaged in software technology development, technical consultation, technology services and other related businesses.

Shanghai CRIC is a company established under the laws of China and an indirect wholly-owned subsidiary of the Company. It is principally engaged in software technology development, technical consultation, technology services and other related businesses.

## **LISTING RULES IMPLICATIONS**

Shanghai Louyi is indirectly owned by the Company and CRIC Commercial Information, each as to 50%. CRIC Commercial Information is indirectly wholly-owned by Mr. Zhou, an executive Director and a substantial Shareholder of the Company. As such, Shanghai Louyi is a connected subsidiary of the Company. Shanghai Yunchuang is indirectly held by Mr. Zhou as to 70%, and is therefore an associate of Mr. Zhou and a connected person of the Company. Each of PRC Holdco and Shanghai CRIC is an indirect wholly-owned subsidiary of the Company. Accordingly, the transactions contemplated under the Transfer Agreements constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios in respect of the transactions contemplated under each of the Transfer Agreements is/are more than 0.1% but less than 5%, the said transactions are subject to the reporting and announcement requirements, but are exempt from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **GENERAL**

As Mr. Zhou has a material interest in the above transactions, he has abstained from voting on the Board resolutions approving the Transfer Agreements. Save for the foregoing, no other Director was required to abstain from voting on the Board resolutions approving the Transfer Agreements.

The Directors (including the independent non-executive Directors) have considered each of the Transfer Agreements and have determined that the terms of each of the Transfer Agreement are: (i) fair and reasonable; (ii) on normal commercial terms and in the ordinary course of business of the Group; and (iii) in the interests of the Company and the Shareholders as a whole.

## DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context requires otherwise.

“Commercial Database Transfer Agreement”	the asset transfer agreement dated 30 June 2019 between PRC Holdco and Shanghai Louyi
“associate”	has the meaning ascribed thereto under the Listing Rules
“Board”	board of directors of the Company
“China”	the People’s Republic of China, and for the purposes of this announcement only, except where the context requires otherwise, excluding Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“Commercial Database”	a commercial database product covering macro data, basic information, rental data and case data of commercial complexes, offices and hotel properties, which formed a part of the CRIC Systems of the Company prior to the entering into of the Commercial Database Transfer Agreement
“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
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“CRIC Commercial Information”	CRIC Commercial Information Co., Ltd. (克而瑞商業信息有限公司), a company established under the laws of British Virgin Islands with limited liability, and is indirectly wholly-owned by Mr. Zhou
“CRIC Systems”	a series of proprietary real estate databases and analysis systems developed and owned by the Company
“CRIC Yilou APP Softwares”	(i) CRIC Yilou APP software (Android version) v1.0.0* (克而瑞易樓APP軟件(Android版)v1.0.0); and (ii) CRIC Yilou APP software (iOS version) v1.0.0* (克而瑞易樓APP軟件(iOS版)v1.0.0)
“Director”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) independent of the Company and is(are) not connected person(s) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Mr. Zhou”	Mr. Zhou Xin (周忻), our Executive Director and a substantial Shareholder of the Company
“PRC Holdco”	E-House Enterprise (China) Group Co., Ltd. (易居企業(中國)集團有限公司) (formerly known as 易居(中國)企業集團有限公司), a company established in China with limited liability on 3 July 2006, and an indirect wholly-owned subsidiary of the Company
“Qiushilian Asset Management Platform Softwares”	<p>(i) Yunchuang Qiushilian asset management platform software (Android version) v1.2.0* (鑒創秋實鏈資產管理平臺軟件(Android版) v1.2.0);</p> <p>(ii) Yunchuang Qiushilian asset management platform software (iOS version) v1.2.0* (鑒創秋實鏈資產管理平臺軟件(iOS版) v1.2.0); and</p> <p>(iii) Yunchuang Qiushilian merchant operational platform software v1.0.1* (鑒創秋實鏈商家運營後臺軟件v1.0.1)</p>
“Qiushilian Copyright Transfer Agreement”	the software copyright transfer agreement dated 30 June 2019 between Shanghai Yunchuang and Shanghai Louyi
“RMB”	Renminbi, the lawful currency of China
“Shanghai CRIC”	Shanghai CRIC Information Technology Co., Ltd.* (上海克而瑞信息技術有限公司), formerly known as Shanghai CRIC Commercial Consultancy Co., Ltd. (上海克而瑞商務諮詢有限公司), a company established under the laws of China with limited liability and an indirect wholly-owned subsidiary of the Company
“Shanghai Louyi”	Shanghai Louyi Information Technology Co., Ltd.* (上海樓壹信息技術有限公司), a company established under the laws of China with limited liability and is indirectly owned by the Company as to 50% and CRIC Commercial Information as to 50%, the financial results of which will be consolidated to that of the Company



“Shanghai Yunchuang”	Shanghai Yunchuang Information Technology Co., Ltd.* (上海鋆創信息技術有限公司), a company established under the laws of China with limited liability and is indirectly owned by Mr. Zhou as to 70% and an Independent Third Party as to 30%
“Share(s)”	ordinary share(s) in the share capital of the Company with a par value of US\$0.00001 each
“Shareholders”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules
“Transfer Agreements”	collectively, the Commercial Database Transfer Agreement, the Qiushilian Copyright Transfer Agreement and the Yilou Copyright Transfer Agreement
“Yilou Copyright Transfer Agreement”	the software copyright transfer agreement dated 30 June 2019 between Shanghai CRIC and Shanghai Louyi
“%”	per cent

\* For identification purposes only.

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

Hong Kong, 1 July 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, Mr. Mo Bin, Dr. Zhu Jiusheng, Ms. Xie Mei and Ms. He Miaoling as Non-executive Directors, and Mr. Zhang Bang, Mr. Zhu Hongchao, Mr. Wang Liqun and Mr. Li Jin as Independent Non-executive Directors.*