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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, BOC International, China International Capital Corporation and CRIC Securities are one of the joint global coordinators, joint lead managers and joint bookrunners. CMB International, CMB Wing Lung Bank Limited, CMBC Capital, Founder Securities (Hong Kong) Limited, Orient Securities (Hong Kong), DBS Bank Ltd.*, Central Wealth Securities Investment Limited, SPDB International and UBS are one of the 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, China International Capital Corporation, CRIC Securities, CMB International, CMB Wing Lung Bank Limited, CMBC Capital, Founder Securities (Hong Kong) Limited, Orient Securities (Hong Kong), DBS Bank Ltd.*, Central Wealth Securities Investment Limited, SPDB International, UBS 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 general corporate purposes and refinancing existing indebtedness. 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.

* Incorporated in Singapore with limited liability.

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. 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

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, BOC International, China International Capital Corporation and CRIC Securities are one of the joint global coordinators, joint lead managers and joint bookrunners. CMB International, CMB Wing Lung Bank Limited, CMBC Capital, Founder Securities (Hong Kong) Limited, Orient Securities (Hong Kong), DBS Bank Ltd.*, Central Wealth Securities Investment Limited, SPDB International and UBS are one of the 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, China International Capital Corporation, CRIC Securities, CMB International, CMB Wing Lung Bank Limited, CMBC Capital, Founder Securities (Hong Kong) Limited, Orient Securities (Hong Kong), DBS Bank Ltd.*, Central Wealth Securities Investment Limited, SPDB International, UBS and other initial purchasers (if any), together with the Subsidiary Guarantors and the Company, will enter into the Purchase Agreement, pursuant to which Credit Suisse, BOC International, China International Capital Corporation, CRIC Securities, CMB International, CMB Wing Lung Bank Limited, CMBC Capital, Founder Securities (Hong Kong) Limited, Orient Securities (Hong Kong), DBS Bank Ltd.*, Central Wealth Securities Investment Limited, SPDB International and UBS will be the initial purchasers of the Notes. Further announcement(s) in respect of the Proposed Notes Issue will be made by the Company should the Purchase Agreement be signed.

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 currently intends to use the net proceeds of the Notes primarily for general corporate purposes and refinancing existing indebtedness. The Company may adjust the foregoing plans in response to changing market conditions, and thus, reallocate the use of proceeds in the future.

Listing

The Company will seek a listing of the Notes on the SEHK. 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.

GENERAL

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.

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
“China International Capital Corporation”	:	China International Capital Corporation Hong Kong Securities Limited, one of the joint global coordinators, joint lead managers and joint bookrunners in respect of the offer and sale of the Notes
“CMB International”	:	CMB International Capital Limited, one of the joint lead managers and joint bookrunners in respect of the offer and sale of the Notes
“CMBC Capital”	:	CMBC Securities Company Limited, one of the 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

“CRIC Securities”	:	CRIC Securities Company 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
“Orient Securities (Hong Kong)”	:	Orient Securities (Hong Kong) Limited, one of the joint lead managers and joint bookrunners in respect of the offer and sale of the Notes
“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
“SPDB International”	:	SPDB International Capital Limited, one of the joint lead managers and joint bookrunners in respect of the offer and sale of the Notes
“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
- “UBS” : UBS AG Hong Kong Branch, incorporated in Switzerland with limited liability, one of the joint lead managers and joint bookrunners in respect of the offer and sale of the Notes

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

Hong Kong, 8 October 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 Liquan and Mr. Li Jin as Independent Non-executive Directors.