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## SUMMARY

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*This summary aims to give you an overview of the information contained in this document. As this is a summary, it does not contain all the information that may be important to you. You should read the entire document before you decide to invest in the Offer Shares.*

*There are risks associated with any investment. Some of the particular risks of investing in the Offer Shares are set out in the section headed “Risk factors”. You should read that section carefully before you decide to invest in the Offer Shares.*

### OVERVIEW

We are the leading real estate transaction service provider in China as we have the largest revenue from real estate agency services in the primary market in 2017, the most cities with both real estate transaction data and land data covered, and the second largest real estate brokerage network by the number of stores as of 31 December 2017, according to the Cushman & Wakefield Report. We mainly offer real estate agency services in the primary market, real estate data and consulting services and real estate brokerage network services. We serve real estate developers, buyers, brokerage firms and other industry participants, covering various aspects of the real estate value chain. Since our inception in 2000, we have earned a respected reputation in China’s real estate industry, and established a leading position in each of our main businesses.

Our business benefits from our close relationships with many of China’s most prominent real estate developers, particularly in light of the continuing trend of market consolidation in the real estate development industry. We have served all of the Top 100 Real Estate Developers or their respective related companies in China. Furthermore, 25 of the Top 100 Real Estate Developers are associated with our Shareholders. See the section headed “Business – Overview”. In 2015, 2016 and 2017 and the three months ended 31 March 2018, we generated revenue of RMB895.5 million, RMB1,479.7 million, RMB2,118.8 million and RMB416.7 million, respectively, from these 25 developers, representing 33.0%, 37.0%, 45.7% and 44.8% of our total revenue in the respective periods. Country Garden, Vanke and Evergrande, the top three of the Top 100 Real Estate Developers and also our Shareholders, reported combined contracted sales of approximately RMB1.6 trillion in 2017. As of the Latest Practicable Date, we had entered into strategic cooperation agreements with 46 leading real estate developers with terms ranging from one year to six years. Our strategic relationships with these leading developers increase the stability and predictability of customer demand for our services across our three major business lines. As of 31 March 2018, we had a contracted pipeline of 227.2 million square metres of total GFA in 1,068 projects for our real estate agency services in the primary market, of which 124.8 million square metres were contracted with Evergrande, our largest customer during the Track Record Period.

## SUMMARY

Our three major business lines complement each other, generating powerful business synergies and abundant cross-selling opportunities. We collect a large amount of real estate data from the operations of our agency and brokerage network services, which continuously strengthen our proprietary databases and allow us to provide better data and consulting services. We leverage our data capabilities to provide real estate developers with various services at the early stages of real estate development projects, such as market research reports, positioning analysis and feasibility studies, which better positions us to serve real estate developers through our real estate services in the primary market and our real estate brokerage network services. In addition, we can help our developer customers expand their sales channels by sourcing buyers of new properties through Fangyou-branded stores and other real estate brokerage firms we cooperate with. In 2017, 2,093 new property units with a total GFA of approximately 190,005 square metres were sold to buyers we sourced for our developer customers in cooperation with Fangyou-branded stores and other real estate brokerage firms. Propelled by our three business engines and our asset-light business model, we experienced significant growth during the Track Record Period. Our revenue increased from RMB2.7 billion in 2015 to RMB4.6 billion in 2017, representing a CAGR of 30.6%, and increased by 8.8% from RMB854.8 million in the three months ended 31 March 2017 to RMB930.2 million in the three months ended 31 March 2018. Our profit and total comprehensive income for the year increased from RMB177.2 million in 2015 to RMB765.3 million in 2017, representing a CAGR of 107.8%, and increased by 12.8% from RMB135.1 million in the three months ended 31 March 2017 to RMB152.4 million in the three months ended 31 March 2018.

### OUR SERVICES

We mainly provide three types of services, namely (i) real estate agency services in the primary market, (ii) real estate data and consulting services, and (iii) real estate brokerage network services. The following table sets forth a breakdown of our revenue, both in absolute amounts and as percentages of our total revenue, for the periods presented:

	For the year ended 31 December						For the three months ended 31 March			
	2015		2016		2017		2017		2018	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
	(in thousands, except for percentages)									
	(unaudited)									
Real estate agency services in the primary market . . . . .	2,336,540	86.0	3,568,575	89.3	3,926,722	84.7	654,706	76.6	734,757	79.0
Real estate data and consulting services . . . . .	379,906	14.0	396,397	9.9	629,422	13.6	185,758	21.7	167,633	18.0
Real estate brokerage network services . . . . .	-	-	31,157	0.8	77,216	1.7	14,330	1.7	27,812	3.0
<b>Total . . . . .</b>	<b>2,716,446</b>	<b>100.0</b>	<b>3,996,129</b>	<b>100.0</b>	<b>4,633,360</b>	<b>100.0</b>	<b>854,794</b>	<b>100.0</b>	<b>930,202</b>	<b>100.0</b>

## SUMMARY

### Real Estate Agency Services in the Primary Market

Our real estate agency services in the primary market mainly include formulating and executing marketing and sales strategies for residential real estate projects developed by our customers, promoting the projects to prospective purchasers, and facilitating sales transaction.

We generated revenue of RMB3.9 billion from real estate agency services in the primary market in 2017, and covered 186 cities as of 31 December 2017, making us the largest real estate agency service provider in the primary market in China by both measures, according to the Cushman & Wakefield Report. With our efficient operational management systems and flexible resource allocation, we are capable of selling megaprojects for China's largest real estate developers.

The following table sets forth a breakdown of our revenue from real estate services in the primary market by city tiers, both in absolute amounts and as percentages of our total revenue, for the periods presented:

	For the year ended 31 December						For the three months ended 31 March			
	2015		2016		2017		2017		2018	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
(in thousands, except for percentages)										
First-tier cities . . .	645,988	27.6	833,028	23.3	732,762	18.7	116,093	17.7	164,503	22.4
Second-tier cities . . . . .	1,116,824	47.8	1,615,796	45.3	1,721,724	43.8	248,576	38.0	326,150	44.4
Third- and fourth-tier cities . . . . .	573,728	24.6	1,119,751	31.4	1,472,236	37.5	290,037	44.3	244,104	33.2
<b>Total . . . . .</b>	<b>2,336,540</b>	<b>100.0</b>	<b>3,568,575</b>	<b>100.0</b>	<b>3,926,722</b>	<b>100.0</b>	<b>654,706</b>	<b>100.0</b>	<b>734,757</b>	<b>100.0</b>

Revenue from real estate agency services in the primary market in first-tier cities decreased from 2016 to 2017 primarily due to the tightening of certain restrictive policies on the purchases of residential properties in these cities.

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## SUMMARY

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The following table sets forth selected operating statistics related to our real estate agency services in the primary market:

	For the year ended 31 December			For the three months ended 31 March	
	2015	2016	2017	2017	2018
Total GFA of new properties sold (millions of square metres) . . . . .	26.1	35.5	37.2	6.2	6.6
Total value of new properties sold (millions of RMB) . . . .	267,468	406,078	432,982	73,480	83,306
Total GFA of contracted pipeline properties <sup>(1)</sup> at the end of the year/period (millions of square metres) . .	160.7	165.4	206.0	N/A	227.2
Average commission rate <sup>(2)</sup> . . . .	0.87%	0.88%	0.91%	0.89%	0.88%

*Notes:*

- (1) *Contracted pipeline properties represent new properties which we have been contracted to sell under specific project-based real estate agency agreements but have not yet sold at the relevant time.*
- (2) *Average commission rate equals revenue derived from real estate agency services in the primary market divided by total value of new properties sold.*

### **Real Estate Data and Consulting Services**

Our real estate data and consulting services are designed to meet the needs of developer clients at various stages of the project development and sales process and other clients with particular requests and needs. Our real estate data and consulting services mainly include data services, rating and ranking services, and consulting services.

We are the largest real estate data provider in China in terms of the number of cities with both real estate transaction data and land data covered, according to the Cushman & Wakefield Report. We believe that our “CRIC” brand is associated with broad geographic coverage, diverse service offerings, deep market insights and continuous innovation. Our research reports and rankings are frequently cited and widely recognised for their authoritativeness, reliability and professional quality.

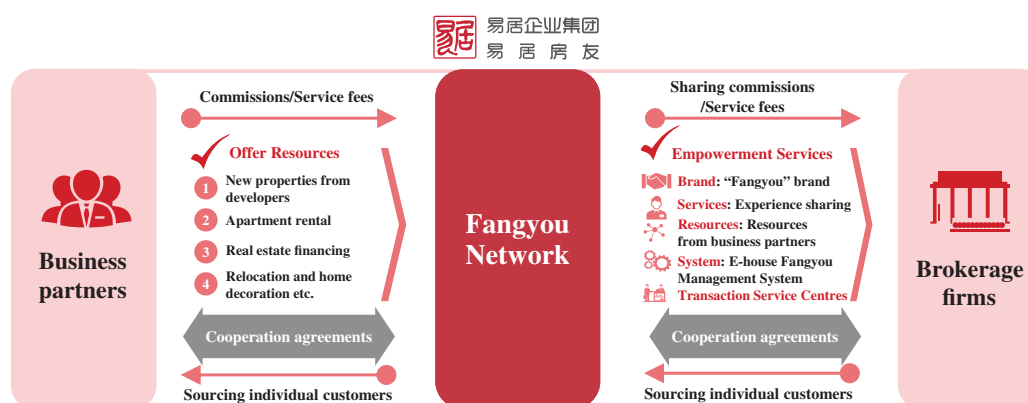
### **Real Estate Brokerage Network Services**

We launched our real estate brokerage network services under the “Fangyou” brand in January 2016 to integrate small and medium-sized real estate brokerage firms in China. We believe a large and active network of Fangyou-branded stores is an attractive value proposition to potential business partners in need of an effective marketing channel to reach a large number of individual customers. To attract small and medium-sized real estate brokerage firms to become Fangyou-branded stores, we have pioneered an asset-light “S2B2C” business model,

## SUMMARY

providing comprehensive services to small and medium-sized brokerage firms and empowering them to better serve their individual customers. These small and medium-sized brokerage firms primarily provide real estate brokerage services in the secondary market, but may also provide real estate agency services in the primary market and other ancillary services if they have the relevant resources. Under this business model, we do not open our own real estate brokerage stores, nor do we directly carry out, or have any current plan to directly carry out, our own real estate brokerage business in the secondary market. Since January 2016, we have created the second largest real estate brokerage network in China, according to the Cushman & Wakefield Report. Our nationwide Fangyou network had 5,211 Fangyou-branded stores in 32 cities as of 31 March 2018, competing against companies that primarily operate self-owned or franchised stores.

The following diagram illustrates how our Fangyou real estate brokerage network connect our business partners, real estate brokerage firms and their individual customers.



*Note: Apartment rental service, real estate financing service and relocation and home decoration services are resources we plan to offer Fangyou-branded stores in the future.*

Brokerage firms that join our Fangyou network enjoy enhanced brand recognition, easy-to-use management software and extensive knowledge and other resources. In addition, we mobilise Fangyou-branded stores and other cooperating real estate brokerage firms to source buyers of new properties for our developer customers. Such sourcing of property buyers has expanded our revenue source as well as that of the participating brokerage firms, creating a win-win scenario.

This buyer sourcing services provided by our Fangyou network are different from, and do not compete with, real estate agency services in the primary market, and commissions for such services are in addition to any commissions charged by the relevant real estate agent in the primary market, if any. For any new real estate sales project, a developer customer may use our real estate agency services to formulate and execute marketing and sales strategies, promote the project to prospective buyers, and facilitate contract signing and other aspects of sales transactions at the developer's on-site sales office. As part of a developer customer's marketing efforts, the developer may simultaneously engage our Fangyou brokerage network and/or real estate brokerage firms outside our Fangyou network to source potential buyers and bring them to the sales office.

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## SUMMARY

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Without taking into account inter-segment elimination, our real estate brokerage network services segment recorded a net loss of RMB125.1 million in each of 2016 and 2017 and a net loss of RMB34.2 million for the three months ended 31 March 2018. We expect to record a net loss for this segment for the year ending 31 December 2018. This segment is still in its early stage of development, and we have thus far primarily focused on increasing the number of Fangyou-branded stores. In connection with the rapid expansion of our Fangyou network, we incurred significant costs for, among others, increasing our work force, leasing space for the operations of E-House Real Estate Transaction Service Centres and redecorating Fangyou-branded brokerage stores. In the next few years, we plan to continue to invest in these areas with proceeds from the Global Offering and our retained earnings. In particular, with proceeds from the Global Offering, we plan to expand the geographical coverage of our real estate brokerage network services by establishing 173 additional E-House Real Estate Transaction Service Centres in 40 cities in the PRC over the next three years. See the section headed “Future Plans and Use of Proceeds”. In 2017 and the three months ended 31 March 2018, we cooperated with brokerage firms mainly in three cities, Shanghai, Hangzhou and Zhengzhou, to sell new properties for our developer customers. In 2018, we plan to accelerate the expansion of our brokerage network, aiming to increase the number of Fangyou-branded stores to 10,000 and cover approximately 52 cities by the end of 2018. In addition, we intend to cooperate with brokerage firms in all these cities to source buyers of new properties for our developer customers. In the future, we may also explore other revenue sources through our Fangyou network, such as by offering apartment rental, real estate financing, relocation and home decoration services provided by our business partners. Revenue from real estate brokerage network services increased by 147.8% from 2016 to 2017 and by 94.1% from the three months ended 31 March 2017 to the three months ended 31 March 2018. At the same time, due to increasing economies of scale, costs and expenses for this segment increased at a lower pace than revenue despite the rapid expansion of the Fangyou brokerage network. As a result, profit margin for our real estate brokerage network services segment improved from negative 360.6% in 2016 to negative 156.6% in 2017 and further to negative 115.5% in the three months ended 31 March 2018. As we cooperate with more brokerage firms in more cities to source buyers of new properties for our developer customers, we expect to continue to rapidly grow our revenue from this segment and achieve break-even in 2019.

## CUSTOMERS

Our customers are mainly real estate developers in China, from whom we have historically derived a significant majority of our revenue. Our customers also include banks, investors, government and non-profit organisations that use our real estate data and consulting services, as well as real estate brokerage firms and their customers that use our services provided at the E-House Real Estate Transaction Service Centres. We generated 22.3%, 26.9%, 35.1% and 33.8% of our total revenue from our single largest customer, Evergrande, and 31.7%, 36.6%, 44.1% and 47.0% of our total revenue from our top five customers in 2015, 2016 and 2017 and the three months ended 31 March 2018, respectively.

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## SUMMARY

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To better serve and maintain the close relationships with our key developer customers, we have entered into strategic cooperation agreements with 46 leading real estate developers in China. These agreements have terms ranging from one year to six years, under which we and each developer agree that we will provide consulting, data and sales services to the developer, including sales through our Fangyou brokerage network.

### SUPPLIERS

During the Track Record Period, our largest suppliers were labour dispatch agencies as some of our PRC subsidiaries historically used a significant number of dispatched employees for their principal business activities. Apart from labour dispatch agencies, our suppliers also include, among others, office space providers, renovation service providers, advertising companies, as well as real estate brokerage firms that assist us in the selling of real estate units in the primary market.

### OUR STRENGTHS

We believe that the following competitive strengths contribute to our success and differentiate us from our competitors:

- We have strong customer and shareholder bases, and have established strategic relationships with many leading real estate developers in China.
- We are the influential leader in China's real estate data and consulting market.
- Our large business scale and professional sales force differentiate our real estate agency services in the primary market and well position us to execute complex sales projects.
- We have pioneered an innovative asset-light business model to integrate and empower small and medium-sized real estate brokerage firms.
- We have an experienced and stable management team and an effective staff training system.

For a detailed discussion of these competitive strengths, see the section headed "Business – Our Strengths".

### OUR STRATEGIES

To strengthen our position as China's leading real estate transaction service provider, we intend to pursue the following strategies:

- Strengthen our leadership position in real estate agency services in the primary market;

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## SUMMARY

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- Further expand our Fangyou network and the revenue source of our Fangyou brokerage network;
- Further enhance our influence in the real estate industry;
- Invest in research and innovation; and
- Invest in our employees to better serve our clients.

For a detailed discussion of these strategies, see the section headed “Business – Our Strategies”.

### RISK FACTORS

Our business and the Global Offering involve certain risks as set out in the section headed “Risk Factors.” You should read that section in its entirety carefully before you decide to invest in our Shares. Some of the major risks we face include:

- Our business is susceptible to fluctuations in the real estate market of China, which may materially and adversely affect our revenues and results of operations.
- Our business may be materially and adversely affected by government measures aimed at China’s real estate industry.
- We generate a substantial portion of revenue from a concentrated number of real estate developers.
- Our real estate brokerage network services have a limited operating history and are provided under a new business model.
- If we cannot manage our growth effectively and efficiently, our results of operations or profitability could be adversely affected.
- We may lose our competitive advantage if we fail to obtain and maintain accurate, comprehensive and reliable data in our CRIC Systems or prevent disruptions or failure in the performance of our CRIC Systems.
- We have significant balances of trade receivables and customer deposits, which increase our credit risks and could materially and adversely affect our results of operations.



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## SUMMARY

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### OUR CONTROLLING SHAREHOLDERS

Prior to 16 March 2018, Mr. Zhou held more than 30% of our Shares through On Chance, Jun Heng, Kanrich, E-House Holdings, E-House (China) Holdings and CRE Corp (all being companies which are directly or indirectly wholly-owned by Mr. Zhou). Therefore, these companies and Mr. Zhou constituted our controlling shareholders, being a group of persons together entitled to exercise more than 30% of our Shares.

Following the completion of the Pre-IPO Investments and the transfer of a 1.622% interest in our Company from CRE Corp to Regal Ace (both being companies controlled by Mr. Zhou), Mr. Zhou and entities controlled by him had a combined shareholding of 25.622% of our Shares as at the Latest Practicable Date. See the section headed “History, Reorganisation and Corporate Structure – Our Corporate Reorganisation – Reorganisation of certain interests in our Company” for further details. Although our Controlling Shareholders ceased to hold more than 30% of our Shares since 16 March 2018, they together remain our single largest Shareholder and remain the Controlling Shareholders of our Company (within the definition of the Listing Rules) until Listing as (i) they are able to control the composition of a majority of our Board pursuant to the Shareholders’ Agreement and (ii) they are the only parties which have exerted influence on the management of the Group since at least 1 January 2017 and accordingly there has not been any change in the influence on management since at least 1 January 2017. Upon Listing, the Shareholders’ Agreement among our Controlling Shareholders and our Pre-IPO Investors will automatically terminate in accordance with its terms, our Controlling Shareholders will cease to be in a position to control the composition of a majority of our Board and therefore will each cease to be a controlling shareholder of our Company (as defined under the Listing Rules). See the section headed “History, Reorganisation and Corporate Structure – Our Corporate Reorganisation – Pre-IPO Investments – Special rights of the Pre-IPO Investors” for more details of the Shareholders’ Agreement and the section headed “Relationship with our Controlling Shareholders – Our Controlling Shareholders” for further details of our Controlling Shareholders.

### PRIVATISATION OF E-HOUSE (CHINA) HOLDINGS AND THE REORGANISATION

On 8 August 2007, E-House (China) Holdings completed an initial public offering of ADSs on the NYSE, at the offering price of US\$13.80 per ADS, resulting in a market capitalisation of approximately US\$1.06 billion. Subsequently, on 15 April 2016, E-House (China) Holdings was privatised through a merger led by Mr. Zhou, Mr. Shen Nanpeng and SINA Corporation (the “buyer group”). For the privatisation, the offer price paid to the NYSE investors was US\$6.85 per share (US\$6.80 per ADS after deducting US\$0.05 cancellation fee per ADS), without interest and net of any applicable withholding taxes, resulting in a market capitalisation of approximately US\$987 million. Such offer price was the result of negotiation between the buyer group and the independent special committee of E-House (China) Holdings. In evaluating the fairness of the offer price, the independent special committee considered multiple factors, including, among others, (i) the market price of the ADSs of E-House (China) Holdings; (ii) trading multiples of similar companies; and (iii) financial terms of certain relevant business combinations and other transactions on the NYSE, and also relied on the

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## SUMMARY

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fairness opinion issued by an independent financial advisor, which is an internationally recognized valuation specialist firm. The privatisation was financed by a US\$350 million loan facility provided by Shanghai Pudong Development Bank Co., Ltd., Nanhui Sub-Branch and cash contributions from Mr. Zhou, Mr. Shen Nanpeng and SINA Corporation. Our Directors confirm that, to the best of their knowledge and belief, E-House (China) Holdings had been in compliance with all applicable U.S. securities laws and regulations as well as rules and regulations of the NYSE in all material respects, and had not been subject to any disciplinary action by the relevant regulators, during the period when it was listed on the NYSE and up to its privatisation. Our businesses were only and will continue to be part of the business segments of E-House (China) Holdings prior to and after its privatisation. For the purposes of the Listing and optimising our corporate structure, our Group underwent the corporate reorganisation. For details, please see the section headed “History, Reorganisation and Corporate Structure – Our Corporate Reorganisation” of this document.

### OUR SHAREHOLDING STRUCTURE

In anticipation of the Global Offering, the Company has concluded Pre-IPO Investments with 31 Pre-IPO Investors from November 2017 to March 2018. Following the Pre-IPO Investments, these investors held in aggregate 74.378% in the issued share capital of the Company as of the Latest Practicable Date. See the section headed “History, Reorganisation and Corporate Structure – Pre-IPO Investments” for more details of the Pre-IPO Investments and Pre-IPO investors.

We have adopted a Pre-IPO Share Option Scheme and a Post-IPO Share Option Scheme in order to incentivise and reward our Directors, employees and affiliates for their contribution to our Group. As of the Latest Practicable Date, options in respect of 91,563,600 Shares were granted pursuant to the Pre-IPO Share Option Scheme, representing 6.240% of the enlarged issued share capital of our Company immediately after completion of the Global Offering (assuming the Over-allotment Option is not exercised and without taking into account any Shares which may be issued upon exercise of the options granted under the Pre-IPO Share Option Scheme or which may be granted under the Post-IPO Share Option Scheme). Assuming the full exercise of the options granted under the Pre-IPO Share Option Scheme, (a) the shareholding of the Shareholders immediately after the completion of the Global Offering (assuming the Over-allotment Option is not exercised) would be diluted by approximately 5.87% and (b) the earnings per Share for the financial year ended 31 December 2017 would have decreased by approximately 5.87% from HK\$0.28 per Share to HK\$0.27 per Share. The principal terms of the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme are summarised in the section headed “Statutory and General Information – Pre-IPO Share Option Scheme” and “Statutory and General Information – Post-IPO Share Option Scheme” in Appendix IV to this document.

## SUMMARY

### SUMMARY OF HISTORICAL FINANCIAL INFORMATION

The following tables set forth summary financial data from our consolidated financial information during the Track Record Period, extracted from the Accountants' Report in Appendix I attached to this document. The summary consolidated financial data set forth below should be read together with, and is qualified in its entirety by reference to, the consolidated financial statements in this document, including the related notes. Our consolidated financial information was prepared in accordance with IFRS.

#### Consolidated Statements of Profit and Loss and Other Comprehensive Income Data

	For the year ended 31 December			For the three months ended 31 March	
	2015	2016	2017	2017	2018
	(in thousands of RMB)				
	(unaudited)				
<b>Revenue</b> . . . . .	2,716,446	3,996,129	4,633,360	854,794	930,202
Staff costs . . . . .	(1,736,714)	(2,401,923)	(2,623,332)	(500,588)	(503,388)
Advertising and promotion expenses . . . . .	(125,551)	(130,539)	(236,053)	(29,231)	(30,378)
Operating lease charges in respect of office premises . . . . .	(86,837)	(94,133)	(105,571)	(25,248)	(26,613)
Depreciation and amortisation expenses . . . . .	(27,258)	(24,190)	(27,870)	(9,308)	(6,291)
Loss allowance on financial assets measured at amortised cost . . . . .	(63,441)	(103,959)	(119,866)	(10,673)	(12,143)
Consultancy expenses . . . . .	(158,180)	(176,464)	(224,424)	(37,003)	(29,801)
Distribution expenses . . . . .	–	(24,967)	(51,726)	(9,174)	(20,676)
Other operating costs . . . . .	(215,794)	(253,812)	(284,539)	(53,741)	(52,735)
Other income . . . . .	22,219	39,270	38,256	1,612	17,586
Other gains and losses . . . . .	(4,432)	(2,519)	3,355	496	(21,726)
Other expenses . . . . .	(4,877)	(3,801)	(8,831)	(4,126)	(1)
Listing expenses . . . . .	–	–	–	–	(17,406)
Share of result of associates . . . . .	92	(531)	148	158	(1,638)
Finance costs . . . . .	(26,448)	(29,756)	(21,650)	(6,642)	(5,551)
<b>Profit before taxation</b> . . . . .	289,225	788,805	971,257	171,326	219,441
Income tax expense . . . . .	(112,071)	(216,636)	(205,951)	(36,228)	(67,066)
<b>Profit and total comprehensive income for the year/period</b> . . . . .	<u>177,154</u>	<u>572,169</u>	<u>765,306</u>	<u>135,098</u>	<u>152,375</u>
<b>Profit and total comprehensive income for the year/period attributable to:</b>					
Owners of the Company . . . . .	165,209	486,969	352,020	56,000	93,875
Non-controlling interests . . . . .	11,945	85,200	413,286	79,098	58,500
	<u>177,154</u>	<u>572,169</u>	<u>765,306</u>	<u>135,098</u>	<u>152,375</u>
<b>Non-IFRS Measures<sup>(1)</sup>:</b>					
Operating profit <sup>(2)</sup> . . . . .	302,671	786,142	959,979	179,828	248,177
Adjusted profit and total comprehensive income attributable to owners of the Company <sup>(3)</sup> . . . . .	165,209	551,684	702,045	112,011	126,523

## SUMMARY

### Notes:

- (1) *The use of non-IFRS measures has limitations as an analytical tool, and you should not consider them in isolation from, or as a substitute for analysis of, profit and total comprehensive income for the year/period, profit and total comprehensive income for the year/period attributable to owners of the Company and other measures as reported in accordance with IFRS. For more details on these non-IFRS measures, including the rationales for the adjustments made, please see the section headed “Financial Information – Non-IFRS Measures” below.*
- (2) *We define operating profit as revenue net of operating costs, which consist of staff costs, advertising and promotion expenses, operating lease charges in respect of office premises, depreciation and amortisation expenses, loss allowance on financial assets measured at amortised cost, consultancy expenses, distribution expenses, and other operating costs.*
- (3) *We define adjusted profit and total comprehensive income attributable to owners of the Company as (i) profit and total comprehensive income for the year/period attributable to owners of the Company, adjusted to add back (ii) profit and total comprehensive income attributable to 21 investors of PRC Holdco. For more details on these non-IFRS measures, including the rationales for the adjustments made, please see the subsection headed “Non-IFRS Measures” below. The calculation of adjusted profit and total comprehensive income attributable to owners of the Company is not in accordance with IFRS.*

### Segment Results

We report our financial results during the Track Record Period in three segments: (i) real estate agency services in the primary market, (ii) real estate data and consulting services, and (iii) real estate brokerage network services. The table below sets forth certain information with respect to the operating results of these three segments without taking into account inter-segment elimination:

	For the year ended 31 December								
	2015			2016			2017		
	Revenue	Profit/ (loss)	Profit margin	Revenue	Profit/ (loss)	Profit margin	Revenue	Profit/ (loss)	Profit margin
	(in thousands of RMB, except percentages)								
Real estate agency services in the primary market . . .	2,336,540	358,697	15.4%	3,568,575	885,852	24.8%	3,927,498	950,424	24.2%
Real estate data and consulting services .	433,077	(47,756)	(11.0%)	448,558	54,251	12.1%	634,023	159,327	25.1%
Real estate brokerage network services . .	–	–	–	34,689	(125,076)	(360.6%)	79,875	(125,101)	(156.6%)

## SUMMARY

	For the three months ended 31 March					
	2017			2018		
	Revenue	Profit/ (loss)	Profit margin	Revenue	Profit/ (loss)	Profit margin
	(in thousands of RMB, except percentages)					
	(unaudited)					
Real estate agency services in the						
primary market . . . . .	654,706	135,483	20.7%	734,847	240,479	32.7%
Real estate data and consulting services . .	186,412	68,256	36.6%	168,052	57,048	33.9%
Real estate brokerage network services . . .	14,330	(27,114)	(189.2%)	29,614	(34,197)	(115.5%)

Our real estate data and consulting services segment incurred a net loss in 2015 primarily because we made significant investments in 2014 and 2015 to develop home price rating services. We discontinued development of such services in 2015. Our real estate brokerage network services segment incurred net losses in 2016 and 2017 primarily because we made significant investments to quickly increase the size of our Fangyou brokerage network after its launch in 2016.

### Selected Consolidated Statements of Financial Position Data

	As of 31 December			As of 31 March
	2015	2016	2017	2018
	(in thousands of RMB)			
Total current assets . . . . .	2,354,000	3,734,985	5,701,216	6,924,024
Total current liabilities . . . . .	(1,559,061)	(2,825,754)	(4,177,082)	(4,429,094)
<b>Net current assets</b> . . . . .	794,939	909,231	1,524,134	2,494,930
Total non-current assets . . . . .	396,594	553,343	638,708	607,249
Total non-current liabilities . . . . .	(290,513)	(366)	(219)	(182)
<b>Net assets</b> . . . . .	901,020	1,462,208	2,162,623	3,101,997

We generally have long trade receivable turnover days during the Track Record Period because there is a time gap averaging four to seven months between our revenue recognition and billing. Our total trade receivables turnover days (before loss allowance), including both invoiced and uninvoiced balances, representing the average period from revenue recognition to subsequent cash settlement, in 2015, 2016, 2017 and the three months ended 31 March 2018 were 219 days, 201 days, 258 days and 364 days, respectively. Our uninvoiced trade receivables turnover days (before loss allowance), representing the average period from revenue recognition to invoice day, in 2015, 2016, 2017 and the three months ended 31 March 2018 were 143 days, 130 days, 159 days and 215 days, respectively. Total trade receivables turnover days (before loss allowance) decreased from 219 days in 2015 to 201 days in 2016, primarily due to our enhanced collection efforts. Total trade receivables turnover days (before loss allowance) increased from 201 days in 2016 to 258 days in 2017 primarily because the

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## SUMMARY

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actual credit period we granted to many of our developer customers increased in 2017 as a result of commercial banks' tightened loan policies, which affected both real estate developers and property buyers. To a lesser extent, the increase in total trade receivables turnover days (before loss allowance) was also due to an increase in the proportion of accounts receivables that were settled in commercial bills. Total trade receivables turnover days (before loss allowance) further increased to 364 days for the three months ended 31 March 2018. Our total trade receivables turnover days (before loss allowance) are generally longer in the first quarter of each year as revenue is proportionally lower in this quarter due to the relatively low level of real estate activities during the winter and the Chinese New Year holiday period, as such the Directors expect that the total trade receivables turnover days (before loss allowance) in 2018 will be shorter than that for the three months ended 31 March 2018. With the intention of nurturing and maintaining long term business relationships with our major customers which are Top 100 Real Estate Developers, we are minded to grant longer settlement periods with such customers and the Directors expect the total trade receivables turnover days (before loss allowance) in 2018 may be longer than that in 2017. Even though the total trade receivables turnover days (before loss allowance) in 2018 may be longer than that in 2017, the Directors do not expect there will be a material adverse change in the recoverability of our trade receivables, given the historical loss allowance on financial assets recognised in profit or loss (primarily on trade receivables) only represented 2.3%, 2.6%, 2.6% and 1.3% of our revenue in 2015, 2016 and 2017 and the three months ended 31 March 2018, respectively, and most of our trade receivables are attributable to the Top 100 Real Estate Developers, on which we will regularly conduct credit checks.

We have adopted a policy that before we accept a new client, we assess the potential client's credit quality and set a credit limit for such potential client. We regularly review the credit limit and credit term granted to clients. In order to minimise credit risk, we will only deal with creditworthy entities and obtaining real estate properties as collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. We have also tasked a credit management committee to develop and continuously monitor the credit risk gradings of our customers. When the receivables are aged over six months (based on revenue recognition date), we start to take initiatives to negotiate a settlement plan and timetable with the relevant customer. Furthermore, we review the recoverable amount of each trade receivable on an individual basis at the end of the reporting period to ensure that adequate loss allowance is made for irrecoverable amounts.

For details, please see the section headed "Financial Information – Net Current Assets – Discussion of Key Balance Sheet Items – Trade receivables".

## SUMMARY

### Selected Consolidated Statements of Cash Flows Data

	For the year ended 31 December			For the three months ended 31 March	
	2015	2016	2017	2017	2018
	(in thousands of RMB)				
	(unaudited)				
Net cash from/(used in) operating activities . . . . .	295,166	409,669	(275,018)	111,433	(101,961)
Net cash (used in)/from investing activities... . . . .	(294,875)	134,059	4,572	(4,420)	(1,281)
Net cash (used in)/from financing activities . . . . .	(111,277)	(34,504)	1,103,441	49,960	1,539,898
Net (decrease)/increase in cash and cash equivalents . . . . .	(110,986)	509,224	832,995	156,973	1,436,656
Cash and cash equivalents at beginning of the year/period . .	576,766	465,756	974,946	974,946	1,791,290
Effect of exchange rate change . .	(24)	(34)	(16,651)	3	(45,781)
Cash and cash equivalents at the end of the year/period . . . . .	<u>465,756</u>	<u>974,946</u>	<u>1,791,290</u>	<u>1,131,922</u>	<u>3,182,165</u>

The principal reason for our net operating cash outflows in 2017 was that we paid income taxes of RMB522.3 million in 2017, compared with RMB33.5 million in 2015 and RMB92.7 million in 2016. We had a significant one-off increase in income tax payments because we changed our tax filing policy in 2017. See the section headed “Financial Information – Key Components of Our Results of Operations – Taxation”. The primary reason for our net operating cash outflows for the three months ended 31 March 2018 was that we made performance-based payments for the year 2017 to our employees before the Chinese New Year in February 2018.

### Financial Ratios

	As of/for the year ended 31 December			As of/for the three months ended 31 March	
	2015	2016	2017	2017	2018
	(Unaudited)				
Operating profit margin <sup>(1)</sup> . . . . .	11.1%	19.7%	20.7%	21.0%	26.7%
Net profit margin <sup>(2)</sup> . . . . .	6.5%	14.3%	16.5%	15.8%	16.4%
Return on assets <sup>(3)</sup> . . . . .	5.2%	16.3%	14.4%	12.8%	8.8%
Return on equity <sup>(4)</sup> . . . . .	11.8%	48.4%	42.2%	35.2%	23.2%
Current ratio <sup>(5)</sup> . . . . .	151.0%	132.2%	136.5%	142.4%	156.3%
Gearing ratio <sup>(6)</sup> . . . . .	49.9%	26.7%	20.8%	30.1%	17.7%

*Notes:*

- (1) Operating profit margin equals our operating profit for the year divided by revenue for the year/period. For definition of operating profit, please see the section headed “Financial Information – Non-IFRS Measures – Operating Profit and Operating Profit Margin.”
- (2) Net profit margin equals our profit and total comprehensive income for the year/period divided by revenue for the year/period.
- (3) Return on assets for the year ended 31 December 2015, 2016 and 2017 equals profit and total comprehensive income for the year divided by the average of the total assets at the beginning of the year and the total assets as of the end of the year. Return on assets for the three months ended 31 March 2017 and 31 March 2018 equals profit and total comprehensive income for the period multiplied by four, divided by the average of the total assets at the beginning of the year and the total assets as of the end of the period.



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## SUMMARY

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- (4) *Return on equity for the year ended 31 December 2015, 2016 and 2017 equals profit and total comprehensive income for the year divided by the average of the total equity at the beginning of the year and the total equity as of the end of the year. Return on equity for the three months ended 31 March 2017 and 31 March 2018 equals profit and total comprehensive income for the period multiplied by four, divided by the average of the total equity at the beginning of the year and the total equity as of the end of the period.*
- (5) *Current ratio equals our current assets divided by current liabilities as of the end of the year/period.*
- (6) *Gearing ratio equals total debt divided by total equity as of the end of the year/period. Total debt consists of all interest-bearing bank loans.*

### DIVIDEND

During the Track Record Period, PRC Holdco paid dividends of RMB600.0 million in 2015 to CRE BVI. Subject to applicable laws, we currently do not have any specific dividend policy. Any amount of dividends we may declare and pay will be at the discretion of our board of directors and will depend on our future operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors which our board of directors consider relevant. Any declaration and payment as well as the amount of dividends will be subject to our constitutional documents and the relevant laws. Our Shareholders in a general meeting may approve any declaration of dividends, which must not exceed the amount recommended by our board of directors. No dividend shall be declared or payable except out of our profits and reserves lawfully available for distribution.

### USE OF PROCEEDS

We estimate that we will receive net proceeds from the Global Offering of approximately HK\$4,950.5 million after deducting underwriting commissions and other estimated expenses paid and payable by us in the Global Offering (and without deducting any additional discretionary incentive fee), assuming an Offer Price of HK\$16.03 per Offer Share, being the mid-point of the Offer Price Range of HK\$14.38 to HK\$17.68 per Offer Share. We intend to use the net proceeds we expect to receive from the Global Offering for the purposes and in the amounts set out below:

<u>Use of proceeds</u>	<u>% of the net proceeds</u>	<u>HK\$ million</u>
Upgrading our real estate data systems . . . . .	28.0%	1,385.3
Geographical expansion of our real estate agency services in the primary market . . . . .	26.2%	1,299.4
Geographical expansion of our real estate brokerage network services . . . . .	23.3%	1,153.3
Staff training . . . . .	7.3%	363.8
Brand promotion . . . . .	3.4%	165.9
Developing an integrated service management platform . . . . .	1.8%	87.6
General corporate purposes . . . . .	10.0%	495.1



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## SUMMARY

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### APPLICATION FOR LISTING ON THE STOCK EXCHANGE

We have applied to the Listing Committee for the listing of, and permission to deal in, our Shares in issue and to be issued pursuant to the Global Offering (including the Shares that may be issued pursuant to the exercise of the Over-allotment Option and options granted under the Pre-IPO Share Option Scheme and which may be granted under the Post-IPO Share Option Scheme) on the basis that, among other things, we satisfy the profit test under Rule 8.05(1) of the Listing Rules.

### GLOBAL OFFERING

This document is published in connection with the Hong Kong Public Offering as part of the Global Offering. The Global Offering comprises (subject to the Over-allotment Option): (i) the Hong Kong Public Offering of 32,283,600 Offer Shares (subject to reallocation), and (ii) the International Offering of 290,552,400 Offer Shares (subject to reallocation and the Over-allotment Option).

The Offer Shares will represent approximately 22.0% of the issued share capital of our Company immediately following the completion of the Global Offering (assuming the Over-allotment Option is not exercised and without taking into account any Shares which may be issued upon the exercise of any options granted under the Pre-IPO Share Option Scheme and any grants under the Post-IPO Share Option Scheme). If the Over-allotment Option is exercised in full, the Offer Shares will represent approximately 24.5% of the issued share capital of our Company immediately following the completion of the Global Offering.

### RECENT DEVELOPMENTS

In 2018, we have experienced continued growth in our overall business and particularly in our real estate brokerage network services segment. As of 31 May 2018, the number of Fangyou-branded stores increased to 7,051, covering 52 cities. Subsequent to the Track Record Period, the performance of our two other segments are in line with the trends shown in the three months ended 31 March 2018. Specifically, the total GFA and total value of new properties sold have continued to increase, and the average commission rate has remained relatively stable, each compared with the same period in 2017. For the year ending 31 December 2018, we expect to incur significant expenses in connection with the Global Offering and share-based payments, which would have an adverse impact on our results of operations.

Our Directors confirm that there has been no material adverse change in our financial or trading position or prospects since 31 March 2018 (being the date on which the latest audited consolidated financial information of our Group was prepared), and there has been no event since 31 March 2018 and up to the date of this prospectus that could materially affect the information shown in the Consolidated Financial Statements.

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## SUMMARY

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### LISTING EXPENSES

We expect to incur a total of RMB189.3 million of listing expenses (assuming an Offer Price of HK\$16.03, being the mid-point of the indicative Offer Price Range between HK\$14.38 and HK\$17.68, and assuming that the Over-allotment Option is not exercised) in relation to the Global Offering, of which RMB47.0 million is expected to be charged to our consolidated statements of profit or loss and other comprehensive income for the year ending 31 December 2018 and RMB142.3 million is directly attributable to the issue of the Shares to the public and to be capitalised. Listing expenses represent professional fees and other fees incurred in connection with the Listing, including underwriting commissions but excluding discretionary bonus. The listing expenses above are the best estimate as of the Latest Practicable Date and for reference only and the actual amount may differ from this estimate. We do not expect these listing expenses to have a material impact on our results of operations in 2018.

### OFFERING STATISTICS

All statistics in the following table are based on the assumption that the Global Offering have been completed and 322,836,000 Shares are issued pursuant to the Global Offering.

	<b>Based on an Offer Price of HK\$14.38 per Offer Share</b>	<b>Based on an Offer Price of HK\$17.68 per Offer Share</b>
Market capitalisation of our Shares <sup>(1)</sup> . . . . .	HK\$21,101.7 million	HK\$25,944.3 million
Unaudited pro forma adjusted net tangible asset per Share <sup>(2)</sup> . . . . .	HK\$5.57	HK\$6.28

*Notes:*

- (1) *The calculation of market capitalisation is based on 1,467,436,000 Shares expected to be in issue immediately upon completion of the Global Offering, assuming that the Over-allotment Option is not exercised and without taking into account any Shares that may be issued upon the exercise of any options under the Pre-IPO Share Option Scheme and any options which may be granted under the Post-IPO Share Option Scheme.*
- (2) *The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share as of 31 March 2018 is calculated based on 1,467,436,000 Shares in issue immediately following the completion of the Global Offering. It does not take into account of any Shares which may be allotted and issued pursuant to the exercise of the Over-allotment Option or the options granted under the Pre-IPO Share Option Scheme or the options which may be granted under the Post-IPO Share Option Scheme and any Shares which may be issued or repurchased by the Company pursuant to the “General Mandate to Issue Shares” or “General Mandate to Repurchase Shares” detailed under the section headed “Share Capital” in this document, as applicable.*