
DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the following meanings. Certain technical terms are explained in the section headed “Glossary of Technical Terms”.

“ADS(s)”	American depositary shares
“affiliate”	with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Application Form(s)”	WHITE Application Form(s), YELLOW Application Form(s) or GREEN Application Form(s), individually or collectively, as the context so requires, which is used in relation to the Hong Kong Public Offering
“Articles” or “Articles of Association”	the articles of association of our Company conditionally adopted on 4 July 2018 with effect from the Listing Date, as amended from time to time, a summary of which is set out in the section headed “Summary of the Constitution of the Company and Cayman Company Law” in Appendix III
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Banking Ordinance”	Banking Ordinance (Chapter 155 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Beijing Jinyue”	Beijing Yijieyou Enterprise Management Consultancy Co., Ltd. (北京易杰優企業管理諮詢有限公司) (formerly known as Beijing Jinyue Real Estate Brokerage Co., Ltd. (北京金岳房地產經紀有限公司)), a company incorporated in the PRC on 3 January 2003 and a wholly-owned subsidiary of E-House Management
“Board”	the board of directors of our Company
“business day”	any day (other than a Saturday, Sunday or public holiday in Hong Kong) on which banks in Hong Kong are generally open for normal banking business

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“BVI”	the British Virgin Islands
“Cayman Companies Law”	the Companies Law (2018 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Cayman Registrar”	the Registrar of Companies of the Cayman Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or a general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “the PRC”	the People’s Republic of China, and for the purposes of this document only, except where the context requires otherwise, excluding Hong Kong, the Macao Special Administrative Regions of the People’s Republic of China and Taiwan
“CICC”	China International Capital Corporation Hong Kong Securities Limited
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

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“Company”, “our Company” or “the Company”	E-House (China) Enterprise Holdings Limited (易居(中國)企業控股有限公司) (formerly known as Fangyou Information Technology Company Limited (房友信息技術有限公司)), 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 transaction(s)”	has the meaning ascribed to it under the Listing Rules
“Consolidated Financial Statements”	the audited consolidated financial statements of our Group for the financial years ended 31 December 2015, 2016 and 2017 and the three months ended 31 March 2018 as included in the section headed “Accountants’ Report” in Appendix I
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Zhou and the entities controlled by him through which he holds his interest in our Company, namely, On Chance, Jun Heng, Kanrich, E-House Holdings, E-House (China) Holdings, CRE Corp and Regal Ace, as further detailed in the section headed “Relationship with our Controlling Shareholders”
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Country Garden”	Country Garden Holdings Company Limited (碧桂園控股有限公司), a company incorporated in the Cayman Islands with limited liability and listed on the Stock Exchange with stock code 2007 and our substantial shareholder
“CRE BVI”	E-House (China) Information Technology Co., Ltd. (易居(中國)信息技術有限公司) (formerly known as CRIC (China) Information Technology Co., Ltd. (克而瑞(中國)信息技術有限公司)), a company incorporated in the British Virgin Islands with limited liability on 25 April 2006 and a wholly-owned subsidiary of CRE Corp, which is one of our Controlling Shareholders
“CRE Corp”	China Real Estate Information Corporation (中國房產信息集團) (formerly known as CRIC Holdings Limited (CRIC控股有限公司)), a company incorporated in the Cayman Islands with limited liability on 21 August 2008 and one of our Controlling Shareholders

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“Credit Suisse”	Credit Suisse (Hong Kong) Limited
“CRIC Systems”	a series of proprietary real estate databases and analysis systems developed and owned by our Company
“CSRC”	China Securities Regulatory Commission
“Cushman & Wakefield”	Cushman & Wakefield Limited, an independent professional real estate consultant and independent property valuer
“Cushman & Wakefield Report”	the market research report on the real estate transaction service industry prepared by Cushman & Wakefield and commissioned by us
“Director(s)”	the director(s) of our Company
“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 our Controlling Shareholders
“E-House Holdings”	E-House Holdings Limited, a company incorporated in the Cayman Islands with limited liability on 31 July 2015 and one of our Controlling Shareholders
“E-House Management”	E-House (China) Enterprise Management Group Limited (易居(中國)企業管理集團有限公司) (formerly known as Shanghai Real Estate Consultancy and Sales (Group) Co., Ltd. (上海房屋銷售(集團)有限公司)), a company established in the PRC on 15 August 2000, and a wholly-owned subsidiary of E-House (China) Holdings, which is one of our Controlling Shareholders
“E-House Management Holdco”	E-House (China) Management Company Limited (易居(中國)管理有限公司) (formerly known as E-House Real Estate Ltd.), a company incorporated in the British Virgin Islands with limited liability on 4 January 2005 and automatically re-registered on 1 January 2007 under the BVI Business Companies Act, 2004, and an indirect wholly-owned subsidiary of E-House (China) Holdings, which is one of our Controlling Shareholders

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“E-House Xiangyue”	Shanghai E-House Xiangyue Real Estate Sales Co., Ltd. (上海易居祥悦房屋銷售有限公司), a company established in the PRC on 18 January 2010, and an indirect wholly-owned subsidiary of the Company
“Evergrande”	China Evergrande Group (中國恒大集團有限公司), (formerly known as Evergrande Real Estate Group Limited (恒大地產集團有限公司)), a company incorporated in the Cayman Islands with limited liability and listed on the Stock Exchange with stock code 3333, and our substantial shareholder
“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Governmental Authority”	any governmental, regulatory, or administrative commission, board, body, authority, or agency, or any stock exchange, self-regulatory organisation, or other non-governmental regulatory authority, or any court, judicial body, tribunal, or arbitrator, in each case whether national, central, federal, provincial, state, regional, municipal, local, domestic, foreign, or supranational
“GREEN Application Form(s)”	the application form(s) to be completed by the White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group”, “our Group”, “the Group”, “we”, “us” or “our”	the Company and its subsidiaries from time to time or, where the context so requires, in respect of the period prior to our Company becoming the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the People’s Republic of China

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“Hong Kong dollars” or “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Offer Shares”	the 32,283,600 Shares initially being offered by the Company for subscription in the Hong Kong Public Offering (subject to reallocation as described in the section headed “Structure of the Global Offering”)
“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) on the terms and subject to the conditions described and the Application Forms, as further described in the section headed “Structure of the Global Offering – The Hong Kong Public Offering”
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Takeovers Code” or “Takeovers Code”	Code on Takeovers and Mergers and Share Buy-back issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering as listed in the section headed “Underwriting – Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the Hong Kong underwriting agreement, dated 9 July 2018, relating to the Hong Kong Public Offering, entered into among the Joint Representatives, the Joint Sponsors, the Hong Kong Underwriters, the Controlling Shareholders and our Company, as further described in the section headed “Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering”
“IFRS”	International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board
“Independent Third Party” or “Independent Third Parties”	any entity or person who is not a connected person of our Company within the meaning ascribed thereto under the Listing Rules

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“International Offer Shares”	the 290,552,400 Shares being initially offered by the Company for subscription under the International Offering together, where relevant, with any additional Shares that may be issued pursuant to any exercise of the Over-allotment Option, subject to reallocation as described in the section headed “Structure of the Global Offering”
“International Offering”	the conditional placing of the International Offer Shares at the Offer Price (plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) outside the United States in offshore transactions in accordance with Regulation S and in the United States to QIBs only in reliance on Rule 144A or any other available exemption from the registration requirement under the U.S. Securities Act, as further described in the section headed “Structure of the Global Offering”
“International Underwriters”	the underwriters of the International Offering
“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering and expected to be entered into by our Company, the Controlling Shareholders, the Joint Representatives and the International Underwriters on or about 14 July 2018, as further described in the section headed “Underwriting – Underwriting Arrangements and Expenses – International Offering”
“Joint Bookrunners”	CICC, Credit Suisse, The Hongkong and Shanghai Banking Corporation Limited, BNP Paribas Securities (Asia) Limited, Citigroup Global Markets Asia Limited (in relation to the Hong Kong Public Offering), Citigroup Global Markets Limited (in relation to the International Offering), CMB International Capital Limited, China Merchants Securities (HK) Co., Limited, Haitong International Securities Company Limited, Head & Shoulders Securities Limited, ICBC International Capital Limited and Juhui Financial Securities Limited
“Joint Global Coordinators”	CICC, Credit Suisse and The Hongkong and Shanghai Banking Corporation Limited

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“Joint Lead Managers”	CICC, Credit Suisse, The Hongkong and Shanghai Banking Corporation Limited, BNP Paribas Securities (Asia) Limited, Citigroup Global Markets Asia Limited (in relation to the Hong Kong Public Offering), Citigroup Global Markets Limited (in relation to the International Offering), CMB International Capital Limited, China Merchants Securities (HK) Co., Limited, Haitong International Securities Company Limited, Head & Shoulders Securities Limited, ICBC International Securities Limited and Juhui Financial Securities Limited
“Joint Representatives”	CICC and Credit Suisse
“Joint Sponsors”	CICC and Credit Suisse
“Jun Heng”	Jun Heng Investment Limited, a company incorporated in the British Virgin Islands on 13 June 2002 and one of our Controlling Shareholders
“Jupai”	Jupai Holdings Limited, a company incorporated in the Cayman Islands with limited liability on August 2012 and listed on NYSE with stock code JP and which is held as to 21.841% by E-House (China) Holdings (one of our Controlling Shareholders) as at the Latest Practicable Date
“Kanrich”	Kanrich Holdings Limited, a company incorporated in the British Virgin Islands on 14 December 2012 and one of our Controlling Shareholders
“Latest Practicable Date”	1 July 2018, being the latest practicable date for ascertaining certain information in this document before its publication
“Laws”	all laws, statutes, legislation, ordinances, rules, regulations, guidelines, opinions, notices, circulars, orders, judgements, decrees, or rulings of any Governmental Authority (including, without limitation, the Stock Exchange and the SFC) of all relevant jurisdictions
“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 held as to 35.297% by the E-House (China) Holdings (one of our Controlling Shareholders) as at the Latest Practicable Date

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“Listing”	the listing of the Shares on the Main Board of the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date, expected to be on or about 20 July 2018, on which the Shares are listed and on which dealings in the Shares are first permitted to take place on the Stock Exchange
“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
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the Growth Enterprise Market of the Stock Exchange
“Maximum Offer Price”	HK\$17.68 per Offer Share, being the maximum subscription price in the Offer Price Range
“Memorandum” or “Memorandum of Association”	the memorandum of association of our Company conditionally adopted on 4 July 2018, with effect from the Listing Date, as amended from time to time
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Zhou”	Mr. Zhou Xin (周忻), our Executive Director and Controlling Shareholder
“NASDAQ”	National Association of Securities Dealers Automated Quotations
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“Nomination Committee”	the nomination committee of the Board
“NYSE”	the New York Stock Exchange

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“Offer Price”	the final offer price per Offer Share (exclusive of brokerage, SFC transaction levy and Stock Exchange trading fee), expressed in Hong Kong dollars, at which Hong Kong Offer Shares are to be subscribed for pursuant to the Hong Kong Public Offering and International Offer Shares are to be offered pursuant to the International Offering, to be determined as described in the section headed “Structure of the Global Offering – Pricing and Allocation”
“Offer Price Range”	HK\$14.38 to HK\$17.68 per Offer Share
“Offer Share(s)”	the Hong Kong Offer Shares and the International Offer Shares together, where relevant, with any additional Shares to be issued by our Company pursuant to the exercise of the Over-allotment Option
“On Chance”	On Chance, Inc., a company incorporated in the British Virgin Islands on 21 January 2002 and one of our Controlling Shareholders
“Over-allotment Option”	the option expected to be granted by the Company to the International Underwriters, exercisable by the Joint Representatives on behalf of the International Underwriters at any time from the Listing Date until 30 days after the last day for the lodging of applications under the Hong Kong Public Offering, to require the Company to issue up to an aggregate of 48,425,400 additional Shares (representing not more than 15% of the total number of Offer Shares initially available under the Global Offering) at the Offer Price under the International Offering to, among other things, cover over-allocations in the International Offering, if any, details of which are described in the section headed “Structure of the Global Offering – Over-allotment Option”
“PBOC”	People’s Bank of China
“Post-IPO Share Option Scheme”	the post-IPO share option scheme conditionally approved and adopted by our Company, the principal terms of which are set out in the section headed “Statutory and General Information – Post-IPO Share Option Scheme” in Appendix IV

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“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 the PRC with limited liability on 3 July 2006, and an indirect wholly-owned subsidiary of our Company
“PRC Legal Adviser”	Grandall Law Firm (Shanghai), our legal adviser on PRC law
“Pre-IPO Investment(s)”	the investment(s) in the Company undertaken by the Pre-IPO Investors pursuant to the respective share subscription agreement(s) and/or share transfer agreement(s) prior to the Global Offering, the details of which are set out in the section headed “History, Reorganisation and Corporate Structure”
“Pre-IPO Investor(s)”	the investors as set out in the table in the section headed “History, Reorganisation and Corporate Structure – Pre-IPO Investments – Principal terms of the Pre-IPO Investments”
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme approved and adopted by our Company, the principal terms of which are set out in the section headed “Statutory and General Information – Pre-IPO Share Option Scheme” in Appendix IV
“Price Determination Agreement”	the agreement to be entered into between our Company and the Joint Representatives (for themselves and on behalf of the Underwriters) on or about the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or about 14 July 2018 and in any event no later than 19 July 2018, on which the Offer Price is to be fixed by an agreement between our Company and the Joint Representatives (on behalf of the Underwriters)
“Principal Share Registrar and Transfer Office”	Maples Fund Services (Cayman) Limited
“QIB”	a qualified institutional buyer within the meaning of Rule 144A
“Regal Ace”	Regal Ace Holdings Limited, a company incorporated in the British Virgin Islands on 10 July 2015 and one of our Controlling Shareholders

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“Regulation S”	Regulation S under the U.S. Securities Act
“Relevant Person”	the Joint Sponsors, the Joint Representatives, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, any of the Underwriters, any of their or the Company’s respective directors, officers, employee, agents or representatives and any other parties involved in the Global Offering.
“Remuneration Committee”	the remuneration committee of the Board
“RMB” or “Renminbi”	Renminbi, the lawful currency of China
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAFE”	the State Administration for Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局)
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council of the PRC (中華人民共和國國務院國有資產監督管理委員會)
“SAT”	State Administration of Taxation (國家稅務總局)
“Securities and Futures Ordinance” or “SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“SFC”	Securities and Futures Commission of Hong Kong
“Shanghai Lituo”	Shanghai Lituo Real Estate Brokerage Co., Ltd. (上海勵拓房地產經紀有限公司), a company established in the PRC on 11 November 2014 and an indirect wholly-owned subsidiary of the Company
“Shanghai Trading”	Shanghai E-House Real Estate Trading Service Co., Ltd. (上海易居房地產交易服務有限公司), a company established in the PRC on 30 October 2015, and a wholly-owned subsidiary of PRC Holdco

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“Shanghai Urban”	Shanghai Urban Development (Group) Co., Ltd. (上海城開(集團)有限公司), a company established in the PRC on 30 April 1996, and a substantial shareholder of our subsidiary, Shanghai Urban Development Real Estate Brokerage Co., Ltd. (上海城開房地產經紀有限公司)
“Share(s)”	ordinary share(s) in the share capital of the Company, currently with a par value of US\$0.00001 each
“Shareholder(s)”	holder(s) of our Share(s)
“Shareholders’ Agreement”	the investors’ rights agreement dated 16 March 2018, entered into by and among our Company, Mr. Zhou, CRE Corp, Kanrich, Regal Ace and the Pre-IPO Investors
“Stabilisation Manager”	CICC
“State Council”	State Council of the PRC (中華人民共和國國務院)
“subsidiary” or “subsidiaries”	has the meaning ascribed thereto in section 15 of the Companies Ordinance
“substantial shareholder”	has the meaning ascribed to it in the Listing Rules
“TED”	Shanghai TED Internet Technology Co., Ltd. (上海太德勵拓互聯網科技股份有限公司), a company established in the PRC on 9 February 2007 and listed on National Equities Exchange and Quotations with stock code 837383
“the Stock Exchange” or “the Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Track Record Period”	the three financial years ended 31 December 2015, 2016 and 2017 and the three months ended 31 March 2018
“U.S. Securities Act”	United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement

DEFINITIONS

“United States”, “U.S.” or “US”	United States of America, its territories, its possessions and all areas subject to its jurisdiction
“US dollars”, “U.S. dollars”, “US\$” or “USD”	United States dollars, the lawful currency of the United States
“Vanke”	China Vanke Co., Ltd. (萬科企業股份有限公司), a limited liability company established in the PRC and listed on the Stock Exchange and the Shenzhen Stock Exchange with stock codes 2202 and 000002, respectively, and our substantial shareholder
“VAT”	value-added tax
“ WHITE Application Form(s)”	the form of application for the Hong Kong Offer Shares for use by the public who require such Hong Kong Offer Shares to be issued in the applicants’ own name
“White Form eIPO”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name, submitted online through the designated website of the White Form eIPO Service Provider, at www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited
“ YELLOW Application Form(s)”	the form of application for the Hong Kong Offer Shares for use by the public who require such Hong Kong Offer Shares to be deposited directly into CCASS
“%”	per cent