

## APPENDIX II      UNAUDITED PRO FORMA FINANCIAL INFORMATION

The information set forth in this Appendix does not form part of the accountants' report on the historical financial information of the Group for each of the three years ended 31 December 2017 and for the three-month period ended 31 March 2018 (the "**Track Record Period**") (the "**Accountants' Report**") prepared by Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, as set forth in Appendix I to this document, and is included herein for information only. The unaudited pro forma financial information should be read in conjunction with the section headed "Financial Information" and the Accountants' Report set forth in Appendix I to this document.

### A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP

The following is the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company which has been prepared in accordance with paragraph 4.29 of the Listing Rules is for the purpose of illustrating the effect of the proposed global offering and listing of the Company's shares on the Stock Exchange of Hong Kong Limited (the "**Global Offering**") as if it had taken place on 31 March 2018.

The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company has been prepared for illustrative purposes only and, because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group had the Global Offering been completed on 31 March 2018 or at any future dates. It is prepared based on the audited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 March 2018 as shown in the Accountants' Report of the Group as set out in Appendix I to this document, and adjusted as described below.

	Audited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 March 2018	Estimated net proceeds from the Global Offering	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company as at 31 March 2018	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company per Share as at 31 March 2018	
	RMB'000	RMB'000	RMB'000	RMB	HK\$
	(Note 1)	(Note 2)		(Note 3)	(Note 4)
Based on Offer Price of HK\$14.38 per Offer Share . . . .	2,981,469	3,570,283	6,551,752	4.46	5.57
Based on Offer Price of HK\$17.68 per Offer Share . . . .	2,981,469	4,398,345	7,379,814	5.03	6.28

*Notes:*

1. The consolidated net tangible assets of the Group attributable to owners of the Company as at 31 March 2018 is arrived at after deducting the amount of goodwill attributable to owners of the Company of RMB5,109,000 and the amount of intangible assets attributable to owners of the Company of RMB4,488,000 from the audited consolidated net assets of RMB2,986,268,000 attributable to owners of the Company as at 31 March 2018 as extracted from the Accountants' Report set out in Appendix I to this document.
2. The estimated net proceeds from the Global Offering are based on 322,836,000 new Shares to be issued under the Global Offering and the Offer Price of HK\$14.38 and HK\$17.68 per new Share, being the lower and higher end of the Offer Price Range, after deduction of the estimated underwriting fees and other related expenses (and without deducting any additional discretionary incentive fees) not yet recognised in profit or loss up to 31 March 2018. 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.

For the purpose of this unaudited pro forma statement, the estimated net proceeds is converted from Hong Kong dollars into Renminbi ("RMB") at the rate of HK\$1.2480 to RMB1.00 on 31 March 2018. No representation is made that Hong Kong dollar amounts have been, could have been or could be converted to RMB, or vice versa, at that rate or at any other rates or at all.

3. The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share as at 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.
4. The unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share as at 31 March 2018 is converted from RMB into Hong Kong dollars at the rate of RMB1.00 to HK\$1.2480 on 31 March 2018. No representation is made that the RMB amounts have been, could have been or could be converted to Hong Kong dollars, or vice versa, at that rate or at other rates or at all.
5. No adjustments have been made to the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to owners of the Company to reflect any trading results or other transactions of the Group entered into subsequent to 31 March 2018.

**B.    INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE  
      COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

*The following is the text of the independent reporting accountants' assurance report received from Deloitte Touche Tohmatsu, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, in respect of the Group's unaudited pro forma financial information prepared for the purpose of incorporation in this document.*

**Deloitte.****德勤****INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE  
      COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

To the Directors of E-House (China) Enterprise Holdings Limited (formerly known as “Fangyou Information Technology Company Limited”)

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of E-House (China) Enterprise Holdings Limited (formerly known as “Fangyou Information Technology Company Limited”) (the “Company”), its subsidiaries and the primary real estate agency services carry out by E-House (China) Enterprise Management Group Co., Ltd.<sup>#</sup> (易居(中國)企業管理集團有限公司) (formerly known as Shanghai Real Estate Sales (Group) Co., Ltd.<sup>#</sup> (上海房屋銷售(集團)有限公司)) and Beijing EJU Enterprise Management Consulting Co., Ltd.<sup>#</sup> (北京易傑優企業管理諮詢有限公司) (formerly known as Beijing Jinyue Real Estate Brokerage Co., Ltd.<sup>#</sup> (北京金岳房地產經紀有限公司)) (hereinafter collectively referred to as the “Group”) by the directors of the Company (the “Directors”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets as at 31 March 2018 and related notes as set out on pages II-1 to II-2 of Appendix II to the prospectus issued by the Company dated 10 July 2018 (the “Prospectus”). The applicable criteria on the basis of which the Directors have compiled the unaudited pro forma financial information are described on pages II-1 to II-2 of Appendix II to the Prospectus.

The unaudited pro forma financial information has been compiled by the Directors to illustrate the impact of the proposed global offering and listing of the Company's shares on the Stock Exchange of Hong Kong Limited (the “Global Offering”) on the Group's financial position as at 31 March 2018 as if the Global Offering had taken place at 31 March 2018. As part of this process, information about the Group's financial position has been extracted by the Directors from the Group's historical financial information for each of the three years ended 31 December 2017 and the three-month period ended 31 March 2018, on which an accountants' report set out in Appendix I to the Prospectus has been published.

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<sup>#</sup> English name is for identification purpose only

**Directors' Responsibilities for the Unaudited Pro Forma Financial Information**

The Directors are responsible for compiling the unaudited pro forma financial information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

**Our Independence and Quality Control**

We have complied with the independence and other ethical requirements of the "Code of Ethics for Professional Accountants" issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies Hong Kong Standard on Quality Control 1 "Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements" issued by the HKICPA and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

**Reporting Accountants' Responsibilities**

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus" issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the unaudited pro forma financial information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the unaudited pro forma financial information.

The purpose of unaudited pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 31 March 2018 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgement, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Opinion**

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong, 10 July 2018