



**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO: FSD OF 2023 ()

**IN THE MATTER OF THE COMPANIES ACT (2023 REVISION)
AND IN THE MATTER OF CHINA INDEX HOLDINGS LIMITED**

PETITION

TO: THE GRAND COURT OF THE CAYMAN ISLANDS

THE HUMBLE PETITION of China Index Holdings Limited which has its registered office at Maples Corporate Services Limited, P.O. Box 309, Umland House, South Church Street, George Town, Grand Cayman, KY1-1104, Cayman Islands (the “**Petitioner**” or “**Company**”) shows as follows:

1. At all material times:
 - 1.1 the Company was an exempted company incorporated with limited liability under the laws of the Cayman Islands; and
 - 1.2 the dissenting shareholders named in the Verified List enclosed with this Petition (the “**Dissenters**”) were the registered owners of Class A Ordinary Shares issued by the Company (the “**Dissenters’ Shares**”).
2. The Petitioner presents this petition pursuant to section 238(9) of the Companies Act (2023 Revision) (the “**Act**”) for this Honourable Court to determine the fair value of the shares in the Company held by the Dissenters, together with the fair rate of interest, if any, on the amount payable by the Petitioner to the Dissenters.

THE COMPANY AND THE MERGER

3. The Company operates a real estate information and analytics service platform in the People's Republic of China (“**PRC**”). The Company provides data services, analytics services, promotion services and listing services for PRC's real estate markets.
4. On 22 December 2022, the Company entered into an Agreement and Plan of Merger (the “**Merger Agreement**”) with:
 - (a) CIH Holdings Limited an exempted company with limited liability incorporated under the laws of the Cayman Islands (the “**Parent**”); and
 - (b) CIH Merger Sub Holdings Limited, an exempted company incorporated under the laws of the Cayman Islands and a wholly owned subsidiary of the Parent (the “**Merger Sub**”).
5. Pursuant to the terms of the Merger Agreement, upon the merger becoming effective, the Merger Sub would be merged with and into the Company through a short-form merger in accordance with Section 233(7) of the Act, with the Company being the surviving company and becoming a wholly-owned subsidiary of the Parent (the “**Merger**”).
6. The shareholders of the Merger Sub and the Company were not required to approve or authorize the Merger, pursuant to section 233(7) of the Act, given that the Merger Sub held shares in the Company which represented at least 90% of the votes at a general meeting of the Company and a copy of the Plan of Merger (defined below) was given to every member of the Company.
7. The consideration for the Merger was US\$1.00 per Share (the “**Merger Consideration**”).
8. On 17 April 2023, the executed Merger Agreement was filed with the Cayman Islands Registrar of Companies (the “**Registrar**”). A plan of merger with respect to the Merger, substantially in the form to be executed by the parties was exhibited to the Merger Agreement (the “**Plan of Merger**”). Pursuant to the Plan of Merger, the Merger became effective on the said date.
9. On the same day, a Certificate of Merger was issued by the Registrar.

DISSENTERS' RIGHTS

10. Section 4.1 of the Plan of Merger stated:

“Any holder of shares in the Company shall be entitled to exercise its entitlement to dissent from the Merger as set out in Section 3.4 of the Merger Agreement and to seek a fair value appraisal for its Dissenting Shares under Section 238(1) of the Companies Act.”
11. On 3 March 2023, the Dissenters served their respective written notices of objection to the Merger in accordance with Section 238(2) of the Act.
12. On 7 May 2023, the Company provided the Dissenters with written notice of the filing of the Merger with the Registrar of Companies on 17 April 2023 in accordance with section 238(4) of the Act.
13. On 10 May 2023, the Dissenters notified the Company of their dissent to the Merger in accordance with Section 238(5) of the Act.
14. In compliance with its statutory obligation, on 3 June 2023, the Company made a written fair value offer to the Dissenters solely for the purpose of section 238(8) and without prejudice to the Petitioner’s position in these proceedings. The fair value offer was equivalent to the Merger Consideration.
15. The Dissenters and the Petitioner have not been able to arrive at an agreement as to the fair value of the Dissenters’ Shares within the period specified in section 238(8) of the Act or otherwise, i.e. by on or around 30 June 2023.
16. A Verified List containing the names and addresses of all shareholders of the Petitioner who have filed a notice under section 238(5) of the Act and with whom agreement as to the fair value of their shares has not been reached is filed with this Petition.
17. Accordingly, and pursuant to Section 238(9) of the Act, the Petitioner humbly seeks this Honourable Court’s determination of the fair value of the Dissenters’ Shares.

YOUR PETITIONER THEREFORE HUMBLY PRAYS THAT:

1. This Honourable Court determines the fair value of the Dissenters’ Shares, together with the fair rate of interest to be paid (if any) by the Petitioner to the Dissenters.

2. The Petitioner's costs of and incidental to these proceedings be paid by the Dissenters.
3. Such further order or relief as this Honourable Court deems appropriate.

DATED this 19th day of July 2023

FILED this 19th day of July 2023

Conyers Dill & Pearman LLP

Conyers Dill & Pearman LLP
Attorneys-at-Law for the Petitioner

NOTE: THIS PETITION IS INTENDED TO BE SERVED ON THE DISSENTERS BY SERVICE ON THEIR ATTORNEYS, COLLAS CRILL

This Petition was filed by Conyers Dill & Pearman LLP, Attorneys-at-Law for the Petitioner, whose address for service is SIX, Second Floor, PO Box 2681, Grand Cayman KY1-1111 Cayman Islands

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**VERIFIED LIST PURSUANT TO SECTION 238(9)(b)
OF THE COMPANIES ACT (2023 REVISION)**

This is the Verified List of the Petitioner referred to in the Petition and filed pursuant to Section 238 (9)(b) of the Companies Act (2023 Revision).

#	Dissenter/Member	Address	Number of Class A Ordinary Shares Dissented
1.	Koa Capital L.P	344 Grove Street Unit #960 Jersey City NY 07302	1,682,400
2.	507 Summit LLC	853 Broadway, Suite #1109 New York NY 10003	4,986,302
TOTAL:			6,668,702