

KE HOLDINGS INC. (the “Company”)

**PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON
FOR ELECTION AS A DIRECTOR OF THE COMPANY
(Adopted by the Company pursuant to a board resolution passed on 27 April
2022)**

1. PROVISIONS IN THE COMPANY’S ARTICLES OF ASSOCIATION

- 1.1 Pursuant to the Company’s effective Amended and Restated Articles of Association (the “**Articles**”) and the Undertaking for Interim Compliance (as defined in the listing document issued by the Company dated 5 May 2022) and the provisions and requirements in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), the Company may by ordinary resolution appoint any person to be a director of the Company (“**Director**”).

2. REQUIREMENTS UNDER HONG KONG LISTING RULES

- 2.1 Pursuant to Rules 13.70 and 13.74 of the Hong Kong Listing Rules, the Company shall:
- (a) give its shareholders the opportunity to lodge a notice with it proposing a person for election as a Director at a general meeting.
 - (b) publish an announcement or issue a supplementary circular upon receipt of any such notice from a shareholder;
 - (c) include in the announcement or supplementary circular the particulars required under Rule 13.51(2) of the Hong Kong Listing Rules of such person proposed to be elected as a Director;
 - (d) give shareholders at least seven (7) days to consider the relevant information disclosed in such an announcement or supplementary circular prior to the date of the meeting of the election; and
 - (e) assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least ten (10) business days to consider the relevant information disclosed in the announcement or supplementary circular.

3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

- 3.1 After the publication of the notice of a general meeting by the Company, if a shareholder wishes to propose a person (the “**Candidate**”) for election as a Director of the Company at the general meeting, they shall deposit a written notice (the “**Notice**”) with the company secretary.
- 3.2 The Notice (i) must include the personal information of the Candidate as required by Rule 13.51(2) of the Hong Kong Listing Rules and (ii) must be signed by the shareholder concerned and signed by the Candidate indicating their willingness to be elected and consent to the publication of their personal information.

- 3.3 In order to allow the Company's shareholders to have sufficient time to consider the proposal for the election of the Candidate as a Director of the Company, shareholders who wish to make the proposal are urged to submit and lodge the Notice as early as practicable before the relevant general meeting. The period for lodgment of the Notice referred to in paragraph 3.1 above will commence no earlier than the day after the despatch of the notice of the general meeting and end no later than ten (10) business days prior to the date of such meeting.

4. REQUISITION OF AN EXTRAORDINARY GENERAL MEETING BY SHAREHOLDERS

- 4.1 Apart from proposing a Candidate for election as a Director of the Company by depositing the Notice with the company secretary after the publication of the notice of a general meeting as set out in paragraph 3 above, Shareholder(s) may also request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a Director of the Company on their own initiative under paragraph 4.2 below.

- 4.2 Subject to rule 8A.23 of the Hong Kong Listing Rules and paragraph 14(5) of Appendix 3 to the Hong Kong Listing Rules, Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a Director of the Company as follows:

(a) The Chairman or a majority of the Directors may call general meetings, and they shall on a Shareholders' requisition forthwith proceed to convene an extraordinary general meeting of the Company.

(b) A Shareholders' requisition is a requisition of Member(s) holding not less than one-tenth (1/10) of all votes attaching to all issued and outstanding Shares of the Company (on a one vote per share basis) that as at the date of the deposit (as set out in 4.2(c) below) carry the right to vote at general meetings of the Company, and such Member(s) may also add resolutions to the agenda of any general meeting of the Company.

(c) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the Registered Office, and may consist of several documents in like form each signed by one or more requisitionists.

(d) If there are no Directors as at the date of deposit of the Shareholder's requisition, or if the Directors do not within twenty-one (21) calendar days from the date of the deposit of the requisition duly proceed to convene a general meeting to be held within a further twenty-one (21) calendar days, the requisitionists, or any of them representing more than one-half (1/2) of the total voting rights of all of them, may themselves convene a general meeting, but any meeting so convened shall not be held after the expiration of three (3) calendar months after the expiration of the said twenty-one (21) calendar days.

(e) A general meeting convened as aforesaid by requisitionists shall be convened in the same manner as nearly as possible as that in which general meetings are to be convened by Directors.

(f) Any extraordinary general meeting shall be called by not less than fourteen (14) days'

notice in writing. Subject to the requirements under the Hong Kong Listing Rules, every notice shall be exclusive of the day on which it is given or deemed to be given and of the day for which it is given and shall specify the place of the meeting (for any meeting which is not a Virtual Meeting), the day and the hour of the meeting, particulars of the resolutions and the general nature of the business to be considered at that meeting and shall be given in the manner hereinafter mentioned or in such other manner if any as may be prescribed by the Company, provided that an extraordinary general meeting of the Company shall, whether or not the notice specified in this paragraph 4.2 has been given and whether or not the provisions of the Articles regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed by one or more Shareholders who together hold Shares which carry in aggregate not less than two-thirds (2/3) of all votes attaching to all issued and outstanding Shares of the Company entitled to attend and vote at the meeting.