

**CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS OF  
KE HOLDINGS INC.**

**(Adopted by the Board of Directors of KE Holdings Inc. (the “Company”) on 27 April 2022, and shall become effective immediately upon the Company’s listing on The Stock Exchange of Hong Kong Limited (the “HKSE”))**

This charter (“**Charter**”) is available for viewing in English and traditional Chinese. If there is any inconsistency between the English and the traditional Chinese version of this Charter, the English version shall prevail over the traditional Chinese version.

**I. PURPOSE OF THE COMMITTEE**

The purpose of the Corporate Governance Committee (the “**Committee**”) of the board of directors (the “**Board**”) of the Company shall be to develop and recommend to the Board a set of corporate governance principles applicable to the Company.

**II. COMPOSITION OF THE COMMITTEE**

The Committee shall consist of two or more directors and must be comprised entirely of independent non-executive directors meeting the independence requirements from time to time as stipulated in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**HKSE Listing Rules**”) (as amended from time to time), as determined from time to time by the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the New York Stock Exchange (“**NYSE**”) (for so long as the Company’s shares or American depositary shares (“**ADSs**”) are there listed), the HKSE (for so long as the Company’s shares or ADSs are there listed) and any other securities exchange or other system on which the Company’s shares or ADSs are listed or authorized for trading from time to time (The NYSE, the HKSE and any such other securities exchange or other system collectively, the “**Stock Exchange**”) and any additional requirements that the Board deems appropriate.

Committee members shall be appointed by the Board and may be removed by the Board at any time. The chairperson of the Committee (the “**Chairperson**”) shall be designated by the Board. for avoidance of any doubt, any vacancy on the Committee shall be filled by the Board and no member of the Committee shall be removed except by the Board.

**III. MEETINGS AND PROCEDURES OF THE COMMITTEE**

The Committee shall meet as often as it determines necessary to carry out its duties and responsibilities. The Chairperson shall preside at each meeting and, in the absence of the Chairperson, one of the other members of the Committee shall be designated as the acting chair of the meeting. The Chairperson, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter. The meeting agenda and accompanying documents should be sent to all members of the Committee at least 3 days before the intended date of each Committee meeting (or such other period as the members may agree). The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary.

A majority of the members of the Committee present in person or by means of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other shall constitute a quorum.

Voting on Committee matters shall be on a one vote per member basis. All matters submitted for voting shall require voting by a majority of the Committee. The Chairperson could cast a tie-breaking vote when the Committee has a deadlock.

The Committee shall maintain minutes of its meetings and records relating to those meetings (“**Minutes**”), which shall be kept by a duly appointed secretary and should be open for inspection at any reasonable time on reasonable notice by any director. The Minutes should record in sufficient detail the matters considered and decisions reached, including any concerns raised by the members of the Committee or dissenting views expressed.

The Committee shall report regularly to the Board on its activities, decisions and recommendations, as appropriate, unless there are legal or regulatory restrictions on its ability to do so.

#### **IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

The basic responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the Company’s senior executives and its outside advisors, to the fullest extent permitted by law.

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters.

##### **A. Corporate Governance**

The following duties and responsibilities with respect to corporate governance are within the authority of the Committee and the Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the Securities and Exchange Commission of the United States, the Securities and Futures Commission of Hong Kong, the Stock Exchange or any other applicable regulatory authority:

- (a) develop and review periodically, the corporate governance principles adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of the Stock Exchange, and recommend any desirable changes to the Board;
- (b) advise the Board periodically with respect to significant developments in the law and practice of corporate governance as well as the Company’s compliance with applicable laws and regulations, and making recommendations to the Board on all matters of corporate governance and on any corrective action to be taken;
- (c) review and monitor the training and continuous professional development of directors and senior management;

- (d) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and directors;
- (e) review the Company's compliance with Appendix 14 of HKSE Listing Rules and disclosure in the corporate governance report under Appendix 14 of the HKSE Listing Rules; and
- (f) consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

## **B. Environmental, Social and Governance**

The Committee shall have the following duties and responsibilities with respect to overseeing the management of environmental, social and governance (“ESG”) matters, such as business ethics, product and service quality, employee training and development, privacy and data security, climate change, etc.:

- (a) to guide and review the formulation of the Company's ESG vision, strategies, etc., and report and make recommendations to the Board;
- (b) to identify and evaluate the Company's ESG-related risks and opportunities, and report and make recommendations to the Board;
- (c) to review the progress of the Company's ESG-related practice and internal control system, and report the appropriateness and effectiveness of such practice and system and make recommendations to the Board;
- (d) to review and supervise the objectives and implementation of the Company's ESG-related work, and report and make recommendations to the Board;
- (e) to review the ESG reports to be disclosed by the Company, and report and make recommendations to the Board;
- (f) to study and make recommendations on other material and unexpected matters with impacts on ESG-related issues of the Company;
- (g) to review the implementation of the above matters; and
- (h) other matters authorized by the Board.

## **C. Compliance under WVR Structure**

The Committee shall:

- (a) review and monitor whether the Company is operated and managed for the benefit of all its shareholders;
- (b) confirm, on an annual basis, that the beneficiaries of weighted voting rights have been members of the Board throughout the year and that no matters under Rule 8A.17 of the HKSE Listing Rules have occurred during the relevant financial year;

- (c) confirm, on an annual basis, whether or not the beneficiaries of weighted voting rights have complied with Rules 8A.14, 8A.15, 8A.18 and 8A.24 of the HKSE Listing Rules throughout the year;
- (d) review and monitor the management of conflicts of interests and make a recommendation to the Board on any matter where there is a potential conflict of interest between the Company, a subsidiary of the Company and/or shareholders of the Company (considered as a group) on one hand and any beneficiary of weighted voting rights on the other;
- (e) review and monitor all risks related to the Company's weighted voting rights structure, including connected transactions between the Company and/or a subsidiary of the Company on one hand and any beneficiary of weighted voting rights on the other and make a recommendation to the Board on any such transaction;
- (f) make a recommendation to the Board as to the appointment or removal of the Compliance Adviser;
- (g) seek to ensure effective and on-going communication between the Company and its shareholders, particularly with regards to the requirements of rule 8A.35 of the HKSE Listing Rules;
- (h) report on the work of the Committee on at least a half yearly and annual basis covering all areas of this Charter; and
- (i) disclose, on a comply or explain basis, its recommendations to the Board in respect of the matters in (d), (e) and (f) in its report referred to in sub-paragraph(h) above.

#### **D. Evaluation of the Board**

The Committee shall be responsible for overseeing the evaluation of the Board as a whole and shall evaluate and report to the Board on the performance and effectiveness of the Board. The Committee shall establish procedures to allow it to exercise this oversight function.

#### **V. EVALUATION OF THE COMMITTEE**

The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

## **VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS**

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other consultants or advisers as it deems necessary.

While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable law.