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E-House (China) Enterprise Holdings Limited

易居（中國）企業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2048 and Notes Stock Codes: 40024 and 40507)

ANNOUNCEMENT OF UNAUDITED ANNUAL RESULTS FOR THE YEAR ENDED 31 DECEMBER 2021

In this announcement, “we”, “us”, and “our” refer to the Company (as defined below) and where the context otherwise requires, the Group (as defined below).

For the reasons explained below under “Review of Unaudited Consolidated Annual Results”, the auditing process for the annual results of E-House (China) Enterprise Holdings Limited (the “**Company**”), its subsidiaries and consolidated affiliated entities (collectively, the “**Group**”) is still ongoing and has not been completed. In the meantime, the board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce the unaudited consolidated results of the Group for the year ended 31 December 2021 (the “**Reporting Period**”).

FINANCIAL HIGHLIGHTS

- Total revenue amounted to RMB8,844.4 million for the year ended 31 December 2021.
- The total gross transaction value (“**GTV**”) of real estate agency services was RMB296.3 billion for the year ended 31 December 2021.
- The total GTV of real estate brokerage network services amounted to RMB119.5 billion for the year ended 31 December 2021.
- Loss for the year amounted to RMB9,374.5 million, and total comprehensive expense for the year amounted to RMB9,370.7 million for the year ended 31 December 2021.

The Board did not recommend the distribution of a final dividend for the year ended 31 December 2021 (2020: RMB5.22 cents).

BUSINESS REVIEW AND OUTLOOK

In 2021, under the general principle of “houses are for living, not for speculation,” there was a demand for stabilizing land premiums, housing prices and expectations. As a number of policies, including those regarding land auctions and regulatory funds, were implemented, the real estate industry has been under severe conditions, with transactions continued to decrease and several property developers facing credit crisis. As the primary downstream service platform of China’s real estate industry, the Group was also affected by the chain reaction of the industry. Its collection of real estate sales showed a staged downward trend and its overall performance declined. During the Reporting Period, the Group recorded a loss of RMB9.375 billion. This was mainly due to (i) the decline in the Group’s business scale as a result of the downturn in the overall real estate market; (ii) the additional loss allowance for the expected credit loss on outstanding trade-related receivables from customers that the Group recognised due to the deterioration in the credit quality of several real estate developer customers; and (iii) impairment losses on other assets resulting from the overall real estate market downturn.

During this unprecedented difficult period of the industry, the Group proactively responded to the risks and challenges arising from industry reform and corporate development. We strictly limited expenditures and reorganized cost structure. In order to follow the development trend of the upstream real estate development industry, we disposed of problematic projects in the existing real estate agency services in the primary market sector and adjusted the staffing in this business sector to optimize the direction and pace of resource investment. We actively recovered receivables and optimized the projects’ credit periods. For the accounts receivables where impairment provision was made, the Group actively followed up through formulating a recovery plan, stepping up efforts in collection, prudently evaluating the cooperating developer customers, giving priority to high-quality projects with guaranteed collection and strictly controlling the credit period of collection. Over the years, the Group has built certain development resilience from its entire industry chain layout in respect of real estate marketing and data consulting services industry. With the gradual rebound of the overall real estate industry and the further recovery of the liquidity of upstream real estate developers, the Group believes that a gradual business recovery will be achieved through synergies among various business sectors.

The Group adheres to the two major strategic focuses of digital marketing and digital services, leveraging business synergies to optimize asset value.

1) **With the digital marketing strategy centered on “Tmall Haofang (天貓好房)”, the Group built a full-chain platform for online and offline real estate digital marketing:**

On the offline end, based on years of long-term close cooperation with domestic real estate developers, traditional real estate agency services in the primary market and real estate brokerage network services will continue to ensure the offline supply of high-quality properties. The Group’s Fangyou brand integrated small and medium-sized real estate brokerage companies across the country, building strong customer acquisition capabilities through multiple channels. On the online end, the Group’s Leju brand further developed its online real estate marketing business. In September 2021, the Group formed a new strategic cooperation with Alibaba and officially completed the acquisition of Tmall Haofang through equity swap in November 2021. The exclusive right Alibaba granted the Group to operate online real estate marketing and transactions promotes the Company’s digital transformation, while Tmall’s massive user base will bring in huge traffic to traditional business sectors, creating overall incremental income in all aspects. The Group will spare no effort to build a closed loop of online and offline full-chain transactions, and develop Tmall Haofang into a new open digital transaction platform that converges, serves and empowers the entire industry.

2) **Adhering to the digital service strategy centered on “CRIC Big Data,” the Group built a real estate digital solution platform ecosystem:**

Through giving full play to the advantages of real estate big data and digitalization, the Group will develop CRIC into a leading real estate digital solution provider in China. The Group created better big data products and actively explored the application of digitalization through expanding and extending its advantages of big data to the application scenarios of the whole real estate field from traditional residences to existing asset management sectors, such as properties, commercial offices, cultural tourism, apartments, health care and other, creating a digital system that provides high-quality real estate data and consulting services for industry participants and helps customers reduce costs and increase efficiency. In addition, CRIC will adapt to the challenging time of real estate industry and carry out digital innovation and exploration of real estate business models, including but not limited to, digital asset management innovation in the field of existing real estate and non-performing assets. CRIC’s continuous upgrade, innovation and enhanced defence will help the Group provide better services to real estate developers and house buyers, and achieve a customer-centric full closed-loop ecosystem that spans from strategy to execution, online to offline and customer acquisition to transformation. With sufficient synergy with the digital marketing sector, CRIC helps the Group achieve strong capabilities in customer acquisition, strategy, transaction and brand marketing.

MANAGEMENT DISCUSSION AND ANALYSIS

Revenue

Our revenue increased by 9.8% from RMB8,051.5 million in 2020 to RMB8,844.4 million in 2021. The increase was primarily due to revenue derived from digital marketing services upon the acquisition of Leju Holdings Limited (“**Leju**”, a company listed on the New York Stock Exchange with stock sticker LEJU) which amounted to RMB3,440.1 million.

Revenue derived from real estate agency services in the primary market decreased by 38.3% from RMB3,203.5 million in 2020 to RMB1,976.0 million in 2021, primarily due to the decline of GTV caused by the overall downturn in the real estate market.

Revenue derived from real estate brokerage network services decreased by 8.1% from RMB2,732.3 million in 2020 to RMB2,509.9 million in 2021. The decrease was primarily due to the decline of GTV caused by the overall downturn in the real estate market.

Revenue derived from real estate data and consulting services decreased by 7.3% from RMB987.0 million in 2020 to RMB915.4 million in 2021 primarily due to the decrease of consulting services.

Revenue derived from digital marketing services increased by 205.1% from RMB1,128.7 million in 2020 to RMB3,443.2 million in 2021 primarily due to the acquisition of Leju in November 2020.

Staff costs

Our staff costs increased by 18.6% from RMB2,734.3 million in 2020 to RMB3,243.2 million in 2021. Staff costs as a percentage of our revenue increased from 34.0% in 2020 to 36.7% in 2021, primarily due to the decrease in revenue.

Advertising and promotion expenses

Our advertising and promotion expenses increased by 222.0% from RMB946.8 million in 2020 to RMB3,048.3 million in 2021, primarily due to advertising and promotion expenses amounting to RMB2,742.6 million incurred by Leju in 2021 upon acquisition of Leju in November 2020. The advertising and promotion expenses of Leju primarily consist of targeted online and offline marketing costs for business expansion.

Rental expenses

We recorded rental expenses of RMB111.4 million in 2021, and RMB33.6 million in 2020. The increase was primarily due to the increase of expenses relating to variable leases.

Depreciation and amortisation expenses

Our depreciation and amortisation expenses increased by 106.7% from RMB210.6 million in 2020 to RMB435.3 million in 2021, primarily due to the increase in amortisation of intangible assets arising from acquisition and the increased balance of property and equipment.

Loss allowance on financial assets subject to expected credit loss (“ECL”), net of reversal

Our loss allowance on financial assets subject to ECL, net of reversal increased by 3,765.7% from RMB172.5 million in 2020 to RMB6,668.4 million in 2021, primarily due to the recognition of additional loss allowance on ECL of the Group’s outstanding trade related receivables from certain of the Group’s customers engaged in property development whose credit qualities have worsened.

Loss on derecognition of receivables at fair value through other comprehensive income (“FVTOCI”)

We recorded loss on derecognition of receivables at FVTOCI of RMB5.7 million in 2021, and RMB14.7 million in 2020. The cost incurred was primarily from the disposal of receivables at FVTOCI through certain factoring arrangement.

Impairment losses recognised on non-current assets

We recorded impairment losses recognised on non-current assets of RMB591.0 million in 2021, and nil in 2020. The cost incurred was primarily from the impairment losses recognised on goodwill.

Consultancy expenses

Our consultancy expenses increased by 33.9% from RMB228.4 million in 2020 to RMB305.7 million in 2021, primarily due to the cost incurred by real estate agency services in the primary market.

Distribution expenses

Our distribution expenses increased by 2.8% from RMB2,395.8 million in 2020 to RMB2,462.3 million in 2021, primarily due to the increase of distribution cost rate.

Other operating costs

Our other operating costs increased by 99.7% from RMB359.4 million in 2020 to RMB717.7 million in 2021, primarily due to the other operating costs amounted to RMB294.3 million incurred by Leju in 2021 upon acquisition of Leju in November 2020.

Other income

Our other income increased by 176.8% from RMB140.2 million in 2020 to RMB388.0 million in 2021, primarily due to the recognition of the financing component in transaction price.

Other gains and losses

We recorded net other gains of RMB72.3 million in 2020 and net other losses of RMB250.8 million in 2021. Our net other gains in 2020 were primarily attributable to the fair value gain on holding of shares of other companies listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), and the net other loss in 2021 were primarily attributable to the fair value loss on holding of such shares.

Other expenses

Our other expenses increase from RMB15.6 million in 2020 to approximately RMB29.7 million in 2021. The increase was primarily due to the increase in donation.

Share of results of associates

We recorded share of profits of associates of RMB21.1 million in 2020 and share of losses of associates of RMB33.0 million in 2021. The share of losses in 2021 was primarily attributable to a share of losses of an associate which has just commenced its new business.

Finance costs

Our finance costs increased by 11.8% from RMB481.9 million in 2020 to RMB538.8 million in 2021, primarily due to the increase in the weighted average balances of interest bearing loans.

Income tax expense

Our income tax expense decreased by 34.4% from RMB252.4 million in 2020 to RMB165.6 million in 2021, primarily due to a decrease in our profit before taxation.

Loss/profit for the year

As a result of the foregoing, our loss for the year amounted to RMB9,374.5 million in 2021, compared to profit for the year of RMB439.2 million in 2020.

Total comprehensive expense/income for the year

As a result of the foregoing, our total comprehensive expense for the year amounted to RMB9,370.7 million in 2021, compared to total comprehensive income for the year of RMB458.7 million in 2020.

Non-IFRS Measures

To supplement our consolidated financial information which are presented in accordance with IFRS, we also use (i) operating loss/profit and operating loss/profit margin and (ii) EBITDA loss/EBITDA as additional measures for illustrative purposes only. We believe that these measures provide useful information to investors and others in understanding and evaluating our consolidated financial results in the same manner as our management.

We define our operating loss/profit as revenue net of operating costs, which consist of staff costs, advertising and promotion expenses, rental expenses, depreciation and amortization expenses, loss allowance on financial assets subject to ECL net of reversal, loss on derecognition of financial assets measured at amortised cost, loss on derecognition of receivables at FVTOCI, consultancy expenses, distribution expenses, and other operating costs. We define operating loss/profit margin as operating loss/profit divided by revenue for the year.

Our operating loss amounted to RMB8,153.6 million in the year ended 31 December 2021 compared to an operating profit of RMB955.5 million for the year ended 31 December 2020. Our operating loss margin was 92.2% in the year ended 31 December 2021, as compared to our operating profit margin of 11.9% for the year ended 31 December 2020, primarily due to the net loss allowance on financial assets. The calculation of operating loss/profit and operating loss/profit margin is not in accordance with IFRS and may not be directly comparable with similarly named financial measures of other companies. The use of these measures has limitations as an analytical tool, and you should not consider them in isolation from other measures as reported in accordance with IFRS.

We define EBITDA loss/EBITDA as (i) loss/profit for the year, adjusted to add back (ii) finance costs (iii) depreciation and amortisation expenses and (iv) income tax expense. We use EBITDA loss/EBITDA to emphasize operating results and it more nearly approximates cash flows.

Our EBITDA loss for the year ended 31 December 2021 was RMB8,234.7 million, as compared with EBITDA of RMB1,384.1 million for the year ended 31 December 2020. The calculation of EBITDA is not in accordance with IFRS and therefore may not be directly comparable with similarly named financial measures of other companies. The use of these measures has limitations as an analytical tool, and you should not consider them in isolation from other measures as reported in accordance with IFRS.

We define core net loss/profit attributable to owners of the Company as (i) loss/profit for the year attributable to owners of the Company, adjusted to add back (ii) profit and total comprehensive income attributable to the 21 investors (the “**21 Investors**”) of E-House Enterprise (China) Group Co., Ltd. (the “**PRC Holdco**”), details and background of the 21 Investors are set out in the section headed “History, Reorganization and Corporate Structure – Our Corporate Reorganization – Reorganization of Interests in PRC Holdco” of the prospectus of the Company dated 10 July 2018 (the “**Prospectus**”), and (iii) share-based compensation expense related to the Company’s pre-IPO share option scheme.

Since the profit and total comprehensive income attributable to the 21 Investors of the PRC Holdco was nil from 2019, and the share-based compensation expense related to the Company’s pre-IPO share option scheme was immaterial in the year ended 31 December 2021, the disclosure of these measures would not be expected to influence the economic decisions of users taken on the basis of financial statements.

Liquidity, Financial Resources and Gearing

During the year ended 31 December 2021, we have funded our cash requirements principally from cash generated from our operations, external borrowings, and the issue of USD-denominated senior notes due 2022 and 2023. We had cash and cash equivalents of RMB7,515.8 million and RMB3,314.7 million as of 31 December 2020 and 31 December 2021, respectively. We generally deposit our excess cash in interest bearing bank accounts and current accounts.

During the year ended 31 December 2021, our principal uses of cash have been for the funding of required working capital and other recurring expenses to support the expansion of our operations and to finance the purchases in April 2021 and May 2021 as disclosed in the section headed “Material Acquisitions and/or Disposals of Subsidiaries and Affiliated Companies” in this announcement. Going forward, we currently believe our liquidity requirements will be satisfied by using funds from a combination of internally generated cash, external borrowings, and the issue of United States dollar-denominated senior notes due 2022 and 2023 and other funds raised from the capital markets from time to time.

Capital Expenditure

	Year ended 31 December	
	2021	2020
	<i>RMB'000</i>	<i>RMB'000</i>
	(unaudited)	(audited)
Purchase of and deposits placed for property and equipment	369,185	176,564
Purchase of intangible assets	647	288
Total	<u>369,832</u>	<u>176,852</u>

Our capital expenditures primarily related to purchases of property, equipment, and intangible assets and capitalised prepayment. Leasehold improvements, mainly including capitalised decoration and maintenance costs, account for the majority of property and equipment purchases.

Off-Balance Sheet Commitments and Arrangements

As of 31 December 2021, we had not entered into any off-balance sheet transactions.

Gearing Ratio

As of 31 December 2021, the gearing ratio of the Group, which is calculated by dividing total debt (all interest-bearing bank loans) by total equity as of the end of the period, was 203.8%, representing an increase of 139.7 percentage points as compared with 64.1% as of 31 December 2020. The increase was primarily due to the decrease of bank balances, accounts receivables, bills receivables and receivables at FVTOCI.

Significant Investments Held

Save as disclosed in the section headed “Material Acquisition and/or Disposals of Subsidiaries and Affiliated Companies”, as of 31 December 2021, we did not hold any significant investments in the equity interests of any other companies (including any investment in an investee company with a value of 5% or more of the Company’s total assets as at 31 December 2021).

Future Plans for Material Investments and Capital Assets

As of 31 December 2021, we did not have other plans for material investments and capital assets.

Material Acquisitions and/or Disposals of Subsidiaries and Affiliated Companies

1. On 27 April 2021, Shanghai Ziyong Information Technology Co., Ltd. (“**Shanghai Ziyong**”), an indirect wholly-owned subsidiary of the Company (as buyer) and Shanghai Tianji Investment Development Co., Ltd. (“**Tianji Development**”) and Shanghai Tianji Investment Management Co., Ltd. (“**Tianji Management**”) (as sellers) entered into a transfer agreement (the “**Tianji Network Transfer Agreement**”), pursuant to which Shanghai Ziyong agreed to acquire the entire equity interests of Shanghai Tianji Network Service Co., Ltd. from Tianji Development and Tianji Management for the consideration of RMB300,000,000.

For further details of the Tianji Network Transfer Agreement, please refer to the announcements of the Company dated 27 April 2021 and 13 May 2021. The acquisition was completed on 30 May 2021.

2. On 28 April 2021, the Company and Alibaba Investment Limited (“**Alibaba Investment**”) entered into an acquisition agreement, pursuant to which the Company agreed to purchase and to procure Fangyou Information Technology Holdings Limited (“**Fangyou Information Technology**”) to receive (as transferee), and Alibaba Investment agreed to sell, an 85% equity interest in TM Home Limited (the “**JV**”) for a consideration of HK\$1,860 million (the “**JV Acquisition Agreement**”), which shall be settled by way of the allotment and issue of 248,000,000 consideration shares by the Company to Alibaba Investment.

The JV Acquisition Agreement was terminated on 1 September 2021, and the rights and obligations of the parties under such agreements have ceased to have effect. For further details of the JV Acquisition Agreement, related updates and termination, please refer to the announcements of the Company dated 28 April 2021, 20 May 2021, 2 July 2021, 2 August 2021 and 1 September 2021.

3. On 1 September 2021,

- (a) the Company and the JV entered into a sale and purchase agreement (the “**Sale and Purchase Agreement**”), pursuant to which the Company has conditionally agreed to sell, and the JV has conditionally agreed to purchase, the sale interest comprising of 76,401,247 ordinary shares of Leju, a subsidiary of the Company, representing approximately 55.84% of the issued share capital of Leju and the entire equity interest in E-House (China) International Property Development Limited, a wholly-owned subsidiary of the Company. The consideration shall be the sum of HK\$2,558,696,093 which shall be settled by the JV allotting and issuing 11,692,966 new ordinary shares of the JV to the Company on and upon the terms and subject to the conditions set out in the Sale and Purchase Agreement.
- (b) the Company and the JV entered into a subscription agreement (the “**Subscription Agreement**”), pursuant to which the Company has conditionally agreed to subscribe for, and the JV has conditionally agreed to allot and issue 6,854,839 new ordinary shares in the JV for a consideration of HK\$1,500,000,000 (representing approximately HK\$218.82 per share in the JV) which shall be payable by the Company in full upon completion of the Subscription Agreement.
- (c) the Company and Alibaba (China) Technology Co., Ltd. (“**Alibaba China**”) entered into a strategic cooperation amendment agreement (the “**Strategic Cooperation Amendment Agreement**”) which amended and restated the terms of (i) the strategic cooperation agreement dated 31 July 2020 (the “**July 2020 Strategic Cooperation Agreement**”) entered into between the Company and Alibaba China; and (ii) the amendment agreement amending and restating the July 2020 Strategic Cooperation Agreement dated 28 April 2021 entered into between the Company and Alibaba China, and under which Alibaba China agreed to cause to be granted to Shanghai Tianji Haofang E-Commerce Co., Ltd. (“**Tianji Haofang**”), an indirect wholly-owned subsidiary of the JV, the exclusive right to develop and operate Tmall Haofang (天貓好房), a branded online real estate marketing and transaction service platform, to cause to be licensed to Tianji Haofang Tmall-related intellectual property rights, and to cause to be provided to the Company technical, product, data and operational support to enhance its digital and online marketing capabilities.

Completion of the Sale and Purchase Agreement and Subscription Agreement took place on 24 November 2021. For further details, please refer to the announcement of the Company dated 1 September 2021, the circular of the Company dated 28 October 2021, and the announcement of the Company dated 24 November 2021.

Save as disclosed in this announcement, we did not have any material acquisitions and/or disposals of subsidiaries and affiliated companies during the Reporting Period.

Employee and Remuneration Policy

As of 31 December 2021, we had 10,560 full-time employees, most of whom were based in China. Our employees are based in our headquarters in Shanghai and various other cities in China according to our business strategies.

Our success depends on our ability to attract, retain and motivate qualified personnel. As part of our retention strategy, we offer employees performance-based cash bonuses and other incentives in addition to base salaries. The total remuneration expenses, including share-based compensation expense, for the year ended 31 December 2021 were RMB3,243.2 million, as opposed to RMB2,734.3 million for the year ended 31 December 2020, representing a year-on-year increase of 18.6%.

Foreign Exchange Risk

Our functional currency is Renminbi, but certain of our cash and cash equivalent, USD-denominated senior notes and conditional investment fund received are denominated in foreign currency and are exposed to foreign currency risk. We currently do not have a foreign currency hedging policy. We will continue to monitor foreign exchange exposure and will take actions when necessary.

Pledge of Assets

As of 31 December 2021, the Group's bank borrowings of RMB1,286.5 million was secured by the bank deposit of US\$118.4 million (equivalent to approximately RMB755.1 million), Wanju Property (carrying amount of RMB612.9 million), Tangchao Grand Hotel (carrying amount of RMB539.8 million) and 2 units in Hangzhou PingLan business center (carrying amount of RMB18.2 million).

For further details of Wanju Property and Tangchao Grand Hotel, please refer to the announcements of the Company published under the titles "Discloseable Transaction – Acquisition of Shanghai Wanju" and "Discloseable Transaction – Acquisition of Shanghai Juanpeng", respectively, on 22 March 2020.

Contingent Liabilities

As of 31 December 2021, we did not have any material contingent liabilities (31 December 2020: nil).

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2021

	Notes	Year ended 31 December	
		2021 RMB'000 (unaudited)	2020 RMB'000 (audited)
Revenue	3	8,844,400	8,051,509
Staff costs		(3,243,221)	(2,734,263)
Advertising and promotion expenses		(3,048,306)	(946,816)
Rental expenses		(111,398)	(33,628)
Depreciation and amortisation expenses		(435,347)	(210,570)
Loss allowance on financial assets subject to expected credit loss ("ECL"), net of reversal		(6,668,351)	(172,548)
Loss on derecognition of receivables at fair value through other comprehensive income ("FVTOCI")		(5,651)	(14,651)
Impairment losses recognised on non-current assets		(591,029)	–
Consultancy expenses		(305,714)	(228,357)
Distribution expenses		(2,462,261)	(2,395,799)
Other operating costs		(717,743)	(359,388)
Other income	4	388,036	140,199
Other gains and losses		(250,796)	72,345
Other expenses		(29,667)	(15,583)
Share of results of associates		(33,039)	21,056
Finance costs		(538,800)	(481,913)
(Loss) profit before taxation		(9,208,887)	691,593
Income tax expense	5	(165,634)	(252,371)
(Loss) profit for the year		(9,374,521)	439,222
Other comprehensive (expense) income			
<i>Items that may be reclassified subsequently to profit or loss:</i>			
Fair value changes on receivables measured at FVTOCI		(4,635,758)	(119,196)
Net changes in ECL of receivables measured at FVTOCI		4,635,758	119,196
Exchange differences arising on translation of foreign operations		3,780	19,465
Other comprehensive income for the year, net of income tax		3,780	19,465
Total comprehensive (expense) income for the year	6	(9,370,741)	458,687

		Year ended 31 December	
		2021	2020
	<i>Notes</i>	<i>RMB'000</i>	<i>RMB'000</i>
		(unaudited)	(audited)
(Loss) profit for the year attributable to:			
Owners of the Company		(8,892,647)	304,413
Non-controlling interests		(481,874)	134,809
		<u>(9,374,521)</u>	<u>439,222</u>
Total comprehensive (expense) income for the year attribute to:			
Owners of the Company		(8,890,025)	315,255
Non-controlling interests		(480,716)	143,432
		<u>(9,370,741)</u>	<u>458,687</u>
(Loss) earnings per share			
– Basic (RMB cents)	<i>8</i>	<u>(508.42)</u>	<u>21.11</u>
– Diluted (RMB cents)		<u>(508.42)</u>	<u>17.70</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2021

		As at 31 December	
		2021	2020
	Notes	RMB'000 (unaudited)	RMB'000 (audited)
Non-current assets			
Property and equipment		1,147,145	1,077,120
Right-of-use assets		401,581	542,331
Investment properties		648,992	700,996
Goodwill		–	549,223
Intangible assets		2,166,770	699,474
Interests in associates		71,635	300,694
Amounts due from related parties		492	11,135
Deferred tax assets		643,062	845,467
Other non-current assets		690,439	594,366
		<u>5,770,116</u>	<u>5,320,806</u>
Current assets			
Accounts receivables and bills receivables	9	223,639	1,066,285
Other receivables		2,287,853	2,322,991
Amounts due from related parties		34,027	293,945
Receivables at FVTOCI	10		
– accounts receivables and bills receivables		2,145,380	4,813,186
– amounts due from related parties – accounts receivables		266,320	2,152,393
Contract assets		8,936	8,628
Financial assets at fair value through profit or loss (“FVTPL”)		212,848	1,388,027
Restricted bank balances		132,198	284,943
Pledged bank deposits		755,136	605,902
Bank balances and cash		3,314,741	7,515,836
		<u>9,381,078</u>	<u>20,452,136</u>
Current liabilities			
Accounts payables	11	1,193,091	1,374,616
Advance from customers		652,744	721,827
Accrued payroll and welfare expenses		522,921	752,392
Other payables		686,367	976,912
Contract liabilities		181,394	156,368
Tax payables		1,370,183	1,396,756
Amounts due to related parties		185,664	155,662
Bank borrowings		1,774,946	1,641,115
Other borrowings		1,894,405	1,952,623
Lease liabilities		95,334	101,842
		<u>8,557,049</u>	<u>9,230,113</u>

	As at 31 December	
	2021	2020
<i>Notes</i>	<i>RMB'000</i>	<i>RMB'000</i>
	(unaudited)	(audited)
Net current assets	824,029	11,222,023
Total assets less current liabilities	6,594,145	16,542,829
Non-current liabilities		
Deferred tax liabilities	207,018	201,058
Bank borrowings	546,519	580,188
Other borrowings	1,889,462	3,195,350
Convertible note	756,912	840,372
Lease liabilities	198,077	232,210
	3,597,988	5,049,178
Net assets	2,996,157	11,493,651
Capital and reserves		
Share capital	116	116
Share premium	6,148,273	6,239,597
Reserves	(4,687,291)	4,024,462
Equity attributable to owners of the Company	1,461,098	10,264,175
Non-controlling interests	1,535,059	1,229,476
Total equity	2,996,157	11,493,651

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2021

1. GENERAL INFORMATION

E-House (China) Enterprise Holdings Limited (the “Company”) was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands on 22 February 2010. The Company’s shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 20 July 2018. The addresses of the Company’s registered office and the principal place of business are PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands and 11/F, Qiushi Building, 383 Guangyan Road, Jing’an District, Shanghai 200072, the People’s Republic of China (the “PRC”), respectively.

The Company and its subsidiaries, and upon the acquisition of Leju, its subsidiaries and consolidated variable interest entities (the “Leju Group”) completed on 4 November 2020 (collectively referred to as the “Group”) offers a wide range of services to the real estate industry, including real estate agency services in the primary market, real estate data and consulting services, real estate brokerage network services and digital marketing services in the PRC.

These consolidated financial statements are presented in Renminbi (“RMB”), which is also the functional currency of the Company.

2. APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

Amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to IFRSs issued by the International Accounting Standards Board (the “IASB”) for the first time, which are mandatorily effective for the annual periods beginning on or after 1 January 2021 for the preparation of the consolidated financial statements:

Amendments to IFRS 16	Covid-19-Related Rent Concessions
Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16	Interest Rate Benchmark Reform – Phase 2

In addition, the Group applied the agenda decision of the IFRS Interpretations Committee of the IASB issued in June 2021 which clarified the costs an entity should include as “estimated costs necessary to make the sale” when determining the net realisable value of inventories.

The application of these amendments to IFRSs in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

New and amendments to IFRSs in issue but not yet effective

The Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

IFRS 17	Insurance Contracts and the related Amendments ³
Amendments to IFRS 3	Reference to the Conceptual Framework ²
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
Amendment to IFRS 16	COVID-19-Related Rent Concessions beyond 30 June 2021 ¹
Amendments to IAS 1	Classification of Liabilities as Current or Non-current ³
Amendments to IAS 1 and IFRS Practice Statement 2	Disclosure of Accounting Policies ³
Amendments to IAS 8	Definition of Accounting Estimates ³
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ³
Amendments to IAS 16	Property, Plant and Equipment: Proceeds before Intended Use ²
Amendments to IAS 37	Onerous Contracts – Cost of Fulfilling a Contract ²
Amendments to IFRS Standards	Annual Improvements to IFRS Standards 2018-2020 ²

¹ Effective for annual periods beginning on or after 1 April 2021

² Effective for annual periods beginning on or after 1 January 2022

³ Effective for annual periods beginning on or after 1 January 2023

⁴ Effective for annual periods beginning on or after a date to be determined

The directors of the Company anticipate that the application of all these new and amendments to IFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

3. REVENUE

The Group derives its revenue from (1) real estate agency services in the primary market, (2) real estate data and consulting services, (3) real estate brokerage network services and (4) digital marketing services. This is consistent with the revenue information that is disclosed for each operating and reportable segment under IFRS 8:

	Year ended 31 December	
	2021 RMB'000 (unaudited)	2020 RMB'000 (audited)
Real estate agency services in the primary market, recognised at a point in time	1,975,953	3,203,543
Real estate data and consulting services		
– consulting services, recognised at a point in time	703,266	789,839
– data services, recognised over time	212,121	197,183
	<u>915,387</u>	<u>987,022</u>
Real estate brokerage network services		
– distribution business in the primary market, recognised at a point in time	2,458,580	2,707,310
– other services, recognised at a point in time	51,329	24,957
	<u>2,509,909</u>	<u>2,732,267</u>
Digital marketing services		
– E-commerce, recognised at a point in time	2,649,367	782,051
– Online advertising services, recognised over time on a gross basis	785,967	343,870
– Online advertising services, recognised over time on a net basis	4,587	1,746
– Listing services, recognised over time	3,230	1,010
	<u>3,443,151</u>	<u>1,128,677</u>
	<u>8,844,400</u>	<u>8,051,509</u>

4. OTHER INCOME

	Year ended 31 December	
	2021 RMB'000 (unaudited)	2020 RMB'000 (audited)
Bank and other interest income	233,228	67,193
Government grants (<i>note</i>)	116,366	63,187
Rental income	27,420	–
Others	11,022	9,819
	<u>388,036</u>	<u>140,199</u>

Note: The amount represents government grants received from various PRC government authorities in connection with the enterprise development support, fiscal subsidy and various tax incentives, which had no conditions imposed by the respective PRC government authorities.

5. INCOME TAX EXPENSE

	Year ended 31 December	
	2021 RMB'000 (unaudited)	2020 RMB'000 (audited)
PRC Enterprise Income Tax		
Current tax	94,633	261,133
Overprovision in prior years	(21,942)	(14,189)
	<u>72,691</u>	<u>246,944</u>
Withholding tax of Leju	(31,877)	9,478
Deferred tax expense (credit)	<u>124,820</u>	<u>(4,051)</u>
	<u>165,634</u>	<u>252,371</u>

6. TOTAL COMPREHENSIVE (EXPENSE) INCOME FOR THE YEAR

Total comprehensive (expense) income for the year has been arrived at after charging:

	Year ended 31 December	
	2021 RMB'000 (unaudited)	2020 RMB'000 (audited)
Directors' remuneration:	<u>10,208</u>	<u>29,317</u>
Other staff costs:		
– Salaries, bonus and other allowances	2,801,793	2,489,270
– Retirement benefit scheme contributions	422,776	180,126
– Equity-settled share-based payment expenses	<u>8,444</u>	<u>35,550</u>
	<u>3,233,013</u>	<u>2,704,946</u>
Total staff costs	<u>3,243,221</u>	<u>2,734,263</u>
Research costs recognised as an expense and included in:		
– Staff costs	87,325	66,046
– Depreciation and amortisation expenses	2,286	6,733
– Other operating costs	<u>33,850</u>	<u>26,121</u>
	<u>123,461</u>	<u>98,900</u>

7. DIVIDENDS

During the current year, a final dividend of RMB5.22 cents per ordinary share in respect of the year ended 31 December 2020 was declared and paid to the owners of the Company. The aggregate amount of the final dividend declared in the current year amounted to RMB91,324,000.

No dividend was proposed nor declared by the Company for the year ended 31 December 2021.

9. ACCOUNTS RECEIVABLES AND BILLS RECEIVABLES

	As at 31 December	
	2021	2020
	RMB'000	RMB'000
	(unaudited)	(audited)
Accounts receivables and bills receivables measured at amortised cost	746,880	1,082,096
Less: Loss allowance for accounts receivables and bills receivables measured at amortised cost	(523,241)	(15,811)
Total accounts receivables and bills receivables measured at amortised cost	<u>223,639</u>	<u>1,066,285</u>

The following is an aged analysis of accounts receivables, net of loss allowance, presented based on the dates of rendering the services for the digital marketing service at the end of the reporting period, which approximated the respective revenue recognition dates:

	At 31 December	
	2021	2020
	RMB'000	RMB'000
	(unaudited)	(audited)
Within 1 year	146,317	282,083
1 – 2 years	37,429	25,114
Over 2 years	39,655	32,624
	<u>223,401</u>	<u>339,821</u>

10. RECEIVABLES AT FVTOCI

	As at 31 December 2021	As at 31 December 2020
	RMB'000	RMB'000
	(unaudited)	(audited)
Receivables at FVTOCI comprise:		
– Accounts receivables	2,063,642	3,266,798
– Bills receivables	81,738	1,546,388
– Amounts due from related parties – accounts receivables	266,320	2,152,393
	<u>2,411,700</u>	<u>6,965,579</u>

The following is an aged analysis of the fair value of the Group's accounts receivables at FVTOCI (including both amounts due from independent third parties and related parties), presented based on the dates of rendering the services and the dates when the sales target for higher commission was achieved for the real estate agency service in the primary market at the end of the reporting period, which approximated the respective revenue recognition dates:

	As at 31 December 2021 <i>RMB'000</i> (unaudited)	As at 31 December 2020 <i>RMB'000</i> (audited)
Within 1 year	1,320,579	3,879,474
1 – 2 years	921,350	1,372,090
Over 2 years	88,033	167,627
	<u>2,329,962</u>	<u>5,419,191</u>

11. ACCOUNTS PAYABLES

	As at 31 December 2021 <i>RMB'000</i> (unaudited)	As at 31 December 2020 <i>RMB'000</i> (audited)
Accounts payables	<u>1,193,091</u>	<u>1,374,616</u>

Accounts payables mainly represent consultancy fee payables to suppliers of the Group's real estate agency services in the primary market whereby no general credit terms are granted. For real estate brokerage network services, account payables mainly represent brokerage network intermediary fees. The balance as at 31 December 2021 and 2020 also included those outstanding payables for advertising fee, E-commerce service fee, and cultural media related expenses. The Group is obliged to settle the amounts due upon the completion of or pursuant to the terms and conditions of the relevant agreements. The following is an aged analysis of accounts payables presented based on the date of receipts of services by the Group at the end of each reporting period:

	As at 31 December 2021 <i>RMB'000</i> (unaudited)	As at 31 December 2020 <i>RMB'000</i> (audited)
Within 1 year	1,140,331	1,340,224
1 – 2 years	52,760	34,392
	<u>1,193,091</u>	<u>1,374,616</u>

EVENTS AFTER THE REPORTING PERIOD

Save as disclosed in this announcement and the announcement of even date herewith relating to an exchange offer and consent solicitation of the senior notes of the Company, as at the date of this announcement, there are no other significant events that might affect the Group after 31 December 2021.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company is committed to maintaining and promoting stringent corporate governance. The principle of the Company's corporate governance is to promote effective internal control measures and to enhance the transparency and accountability of the Board to all shareholders.

During the Reporting Period, the Company has complied with all the code provisions as set out in the Corporate Governance Code and Corporate Governance Report (the "**Corporate Governance Code**") contained in Appendix 14 to the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in Appendix 10 to the Listing Rules as the code of conduct regarding the Directors' dealings in the securities of the Company. Having made specific enquiry of all the Directors of the Company, all the Directors confirmed that they have strictly complied with the required standards set out in the Model Code throughout the Reporting Period.

AUDIT COMMITTEE

The Company has established an audit committee (the "**Audit Committee**") in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal controls system (including risk management) of the Group, review and approve connected transactions and provide advice and comments to the Board. The Audit Committee consists of three members, namely Mr. Zhang Bang, Mr. Li Jin, and Mr. Wang Liqun. Mr. Zhang Bang is the chairman of the Audit Committee.

The Audit Committee has reviewed and agreed with the unaudited consolidated financial statements of the Group for the year ended 31 December 2021 and discussed matters with respect to the accounting policies and practices adopted by the Company and internal control with senior management members.

OTHER BOARD COMMITTEES

In addition to the audit committee, the Company has also established a nomination committee and a remuneration committee.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

1. On 2 June 2021, the Company and certain non-PRC subsidiaries of the Company entered into a purchase agreement with BOCI Asia Limited, Credit Suisse (Hong Kong) Limited, Citigroup Global Markets Limited, Merrill Lynch (Asia Pacific) Limited, Central Wealth Securities Investment Limited, China International Capital Corporation Hong Kong Securities Limited, CRIC Securities Company Limited, CSFG International Securities Limited, Deutsche Bank AG, Hong Kong Branch, Haitong International Securities Company Limited, Orient Securities (Hong Kong) Limited, UBS AG Hong Kong Branch, Valuable Capital Limited and Vision Capital International Holdings Limited, as the initial purchasers, in connection with the issuance of the additional US\$100 million 7.60% senior notes due 2023 (to be consolidated and form a single series with the US\$200 million 7.60% senior notes due 2023 issued on 10 December 2020) (the “**Additional Notes Issue**”).

For further details of the Additional Notes Issue, please refer to the announcements of the Company dated 3 June 2021 and 11 June 2021 and the offering memorandum of the Company published on 15 June 2021.

2. As disclosed in the section headed “Material Acquisitions and/or Disposals of Subsidiaries and Affiliated Companies” in this announcement, on 28 April 2021, the Company and Alibaba Investment entered into JV Acquisition Agreement for a consideration of HK\$1,860 million, which shall be settled by way of the allotment and issue of 248,000,000 consideration shares by the Company to Alibaba Investment.

The JV Acquisition Agreement was terminated on 1 September 2021. For further details of the issue and allotment of the consideration shares and related updates, please refer to the announcements of the Company dated 28 April 2021, 20 May 2021, 2 July 2021, 2 August 2021 and 1 September 2021.

Save for the aforesaid, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's securities listed on the Stock Exchange during the Reporting Period.

MATERIAL LITIGATION

As of 31 December 2021, the Company was not involved in any material litigation or arbitration. Nor were the Directors of the Company aware of any material litigation or claims that were pending or threatened against the Company.

FINAL DIVIDEND

The Board did not recommend the distribution of a final dividend for the year ended 31 December 2021. (2020: RMB5.22 cents)

CLOSURE OF REGISTER OF MEMBERS

The Company's annual general meeting will be held on 31 May 2022. The register of members of the Company will be closed from 26 May 2022 to 31 May 2022, both days inclusive, in order to determine the identity of the Shareholders who are entitled to attend the AGM, during which period no share transfers will be registered. To be eligible to attend the AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 25 May 2022.

USE OF PROCEEDS BROUGHT FORWARD FROM PREVIOUS FINANCIAL YEARS

1. Use of Proceeds from Issue of USD-Denominated Senior Notes Due 2022

On 10 October 2019 and 7 August 2020, the Company entered into purchase agreements with various financial institutions in connection with the issue of USD-denominated senior notes due 2022 in the principal amount of \$200 million and US\$100 million, respectively.

As at 31 December 2020, the Group had used around RMB1,929.9 million for general corporate purposes and refinancing existing indebtedness. All proceeds from the 2022 Notes have been fully utilized in accordance with the purposes set out in the announcements of the Company dated 8 October 2019 and 7 August 2020 (the "**2022 Notes Announcements**").

For further details, please refer to the announcements of the Company dated 8 October 2019, 10 October 2019, 7 August 2020 and 14 August 2020.

2. Use of Proceeds from Subscription

On 31 July 2020, the Company entered into the Share Subscription Agreement with Taobao China, pursuant to which Taobao China conditionally agreed to subscribe for, and the Company conditionally agreed to allot and issue, a total of 118,300,000 subscription shares at the subscription price of HK\$7.00 per subscription share for a total subscription amount of HK\$828,100,000.

The gross proceeds from the subscription amount to HK\$828,100,000. As at 31 December 2021, the Group had used HK\$203.0 million for general corporate purposes. The Company intends to apply the net proceeds for the subscription (after deduction of legal, professional and other costs and expenses associated with the Subscription) towards the Group's general working capital and to expand its existing businesses, or for other purposes considered appropriate by the Directors from time to time. For the avoidance of doubt, the proceeds may not be used to pre-pay any debt, borrowings or indebtedness of the Group with a principal amount of more than RMB10 million.

The Company expects to fully utilise all the proceeds within two years.

For further details, please refer to the announcement of the Company dated 31 July 2020.

3. Use of Proceeds from Issuance of Convertible Note

On 31 July 2020, the Company entered a subscription agreement with Alibaba.com Hong Kong Limited (the "**Alibaba Noteholder**"), pursuant to which the Alibaba Noteholder conditionally agreed to subscribe for the convertible note in the principal amount of HK\$1,031,900,000.

The gross proceeds from the note issuance amount to HK\$1,031,900,000. As at 31 December 2021, the Group had used HK\$271.7 million for general corporate purposes. The Company intends to apply the net proceeds for the note issuance (after deduction of legal, professional and other costs and expenses associated with the note issuance) towards the Group's general working capital and to expand its existing businesses, or for other purposes considered appropriate by the Directors from time to time. For the avoidance of doubt, the proceeds may not be used to pre-pay any debt, borrowings or indebtedness of the Group with a principal amount of more than RMB10 million.

The Company expects to fully utilise all the proceeds within two years.

For further details, please refer to the announcement of the Company dated 31 July 2020.

4. Use of Proceeds from Issue of USD-Denominated Senior Notes Due 2023

On 3 December 2020 and 2 June 2021, the Company, Fangyou Information Technology and Hong Kong Fangyou Software Technology Co. Ltd. entered into a purchase agreement with various financial institutions in connection with the issue of USD-denominated notes due 2023 in the principal amount of US\$200 million and US\$100 million respectively (the “**2023 Notes**”).

As at 31 December 2021, the Group had used around RMB1,306.3 million for refinancing existing indebtedness.

The utilised proceeds as described above were in accordance with the purposes set out in the announcements of the Company dated 3 December 2020 and 2 June 2021 (the “**2023 Notes Announcements**”). There was no change in the intended use of net proceeds as previously disclosed in the 2023 Notes Announcements. The remaining balance of the net proceeds (approximately US\$100 million, equivalent to RMB651.2 million) was placed with banks. The Group will gradually apply the remaining net proceeds in the manner set out in the 2023 Notes Announcements. The Company may adjust its development plans in response to changing market conditions and, thus, reallocate the use of the proceeds.

For further details, please refer to the announcements of the Company dated 3 December 2020, 11 December 2020, 3 June 2021 and 11 June 2021 and the offering memoranda published by the Company on 11 December 2020 and 15 June 2021.

REVIEW OF UNAUDITED CONSOLIDATED ANNUAL RESULTS

Due to the recent outbreak of COVID-19, the Company’s auditors have not fully completed the auditing process for the annual results for the year ended 31 December 2021, while management of the Group is still assessing the Group’s ability to continue as a going concern up to the date of this announcement. The unaudited consolidated financial statements are subject to adjustment or change until all auditing processes have been completed. The management of the Group will continuously monitor and provide updates on such circumstances, including the assessment of the Group’s ability to continue as a going concern, and will update all the necessary information in the audited results announcement of the Company in due course.

FURTHER ANNOUNCEMENT(S)

Following the completion of the auditing process, the Company will issue further announcement(s) in relation to the audited results for the year ended 31 December 2021 as agreed by the auditor and the material differences (if any) as compared with the unaudited annual results contained herein. In addition, the Company will issue further announcement(s) as and when necessary if there are other material development in the completion of the auditing process.

PUBLICATION OF THE UNAUDITED ANNUAL RESULTS ANNOUNCEMENT AND ANNUAL REPORT

This unaudited annual results announcement is published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.ehousechina.com. The annual report of the Group for the year ended 31 December 2021 will be published on the aforesaid websites of the Stock Exchange and the Company and will be dispatched to the Company's shareholders in due course.

The financial information contained herein in respect of the annual results of the Group have not been audited and have not been agreed with the Company's auditors. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
E-House (China) Enterprise Holdings Limited
Zhou Xin
Chairman

Hong Kong, 31 March 2022

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Zhou Xin as Chairman and executive Director, Mr. Huang Canhao, Dr. Cheng Li-Lan and Dr. Ding Zuyu as executive Directors, Mr. Tang Xing, Mr. Zhang Hai, Ms. Xie Mei and Mr. Lv Peimei as non-executive Directors, and Mr. Zhang Bang, Mr. Zhu Hongchao, Mr. Wang Liqun and Mr. Li Jin as independent non-executive Directors.