



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)

PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

Form of proxy for use at the extraordinary general meeting of E-House (China) Enterprise Holdings Limited (the "Company") to be held at Meeting Room 1, Shanghai Marriott Hotel Parkview, 333 Guang Zhong Road West, Jiang'an District, Shanghai, China on Monday, 15 November 2021 at 9:30 a.m. (the "Meeting").

I/We,¹ _____
of _____
being the registered holder(s) of _____ shares² of US\$0.00001 each in the capital of the Company, hereby appoint³ the chairman of the Meeting or _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at Meeting Room 1, Shanghai Marriott Hotel Parkview, 333 Guang Zhong Road West, Jiang'an District, Shanghai, China on Monday, 15 November 2021 at 9:30 a.m. and at any adjournment thereof on the undermentioned resolution as indicated:

ORDINARY RESOLUTION ⁴		For ⁵	Against ⁵
1.	<p>(a) To approve, confirm and ratify the sale and purchase agreement dated 1 September 2021 (the "Sale and Purchase Agreement") entered into between the Company (as seller) and TM Home Limited (the "JV") (as purchaser), pursuant to which:</p> <p>(i) the Company has conditionally agreed to sell, and the JV has conditionally agreed to purchase, the sale interest, comprising 76,401,247 ordinary shares of Leju Holdings Limited and the entire equity interest in E-House (China) International Property Development Limited, for the sum of HK\$2,558,696,093; and</p> <p>(ii) the JV would satisfy the consideration by allotting and issuing 11,692,966 new shares of the JV to the Company;</p> <p>(b) To approve, confirm and ratify the subscription agreement dated 1 September 2021 (the "Subscription Agreement") entered into between the Company (as subscriber) and the JV (as issuer), 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 shares of the JV Shares for a total amount of HK\$1,500,000,000; and</p> <p>(c) To authorise any director of the Company (the "Director") to do such acts and things, to sign and execute all such further documents (in case of execution of documents under seal, to do so by any two Directors or any Director together with the secretary of the Company) and to take such steps as he/she may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Sale and Purchase Agreement and the Subscription Agreement and any transactions contemplated thereunder and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.</p>		

Dated the _____ day of _____ 2021

Signature⁶: _____

Notes:

- (1) Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- (2) Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- (3) If any proxy other than the chairman of the Meeting is preferred, delete the words "the chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. Any alteration made to this form of proxy must be initialled by the person(s) who signs it.
- (4) The full text of the resolution is set out in the notice of the Meeting.
- (5) Please indicate with an "✓" in the appropriate space beside the resolution how you wish the proxy to vote on your behalf on a poll.
- (6) This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- (7) In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority is determined by the order in which the names stand in the register of members in respect of the joint holding.
- (8) To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time for holding the Meeting (i.e. before 9:30 a.m. on Saturday, 13 November 2021) or any adjourned Meeting.
- (9) A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- (10) The chairman of the Meeting will demand a poll on the resolutions submitted for determination at the Meeting. On a poll, every member present in person or by a duly authorised corporate representative or by proxy shall have one vote for every share held by him/her. The results of the poll will be published on websites of the Company and The Stock Exchange of Hong Kong Limited following the Meeting.