

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 31/1/2012

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | Greentown China Holdings Limited. | |
|----------------|-----------------------------------|--|
| Date Submitted | 3/2/2012 | |

I. Movements in Authorised Share Capital

| 1. Ordinary Shares | | | |
|---------------------------------------|---------------------------|------------------------------|---------------------------------------|
| (1) Stock code : <u>03900</u> Descrip | otion : Ordinary | shares | |
| | No. of ordinary shares | Par value (<i>HK\$</i>) | Authorised share capital (HK\$) |
| Balance at close of preceding month | 10,000,000,000 | 0.10 | 1,000,000,000 |
| Increase/(decrease) | Nil | | Nil |
| Balance at close of the month | 10,000,000,000 | 0.10 | 1,000,000,000 |
| (2) Stock code : <u>N/A</u> Descrip | ption : | | |
| | No. of ordinary shares | Par value (HK\$) | Authorised share capital (HK\$) |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

2. Preference Shares

| Stock code : | N/A | Descri | ption : | | |
|-------------------|----------------|--------|--------------------------|---------------------|---------------------------------------|
| | | | No. of preference shares | Par value (HK\$) | Authorised share capital (HK\$) |
| Balance at close | of preceding 1 | month | | | |
| Increase/(decreas | se) | | | | |
| Balance at close | of the month | | | | |

3. Other Classes of Shares

| Stock code : | N/A | Descrip | tion : | | |
|---------------------|-------------|---------|--------------------------------|---------------------|---------------------------------------|
| | | | No. of other classes of shares | Par value (HK\$) | Authorised share capital (HK\$) |
| Balance at close of | f preceding | g month | | | |
| Increase/(decrease | 2) | | | | |
| Balance at close of | f the month | 1 | | | |

Total authorised share capital at the end of the month (HK\$): 1,000,000,000

II. Movements in Issued Share Capital

| | No. of ordi | nary shares | No of preference | No. of other classes |
|--|---------------|-------------|------------------|----------------------|
| | (1) | (2) | shares | of shares |
| Balance at close of preceding month | 1,640,022,897 | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Increase/ (decrease) during the month | Nil | <u>N/A</u> | <u>N/A</u> | <u>N/A</u> |
| Balance at close of the month | 1,640,022,897 | <u>N/A</u> | N/A | <u>N/A</u> |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date | | Movement duri | ng the month | No. of new shares of issuer issued during the month pursuant thereto | | |
|---|----------------|-----------------|----------------|---|------|------------|
| (dd/mm/yyyy) and class of shares | | | | | | |
| issuable | Granted | Exercised | Cancelled | Lapsed | | |
| 1. Share option | | | | | | |
| scheme dated | | | | | | |
| 22/06/2006 | | | | | | |
| | | | | | | |
| | | | | | | |
| Ordinary abarras | Nil | Nil | Nil | 32,000 | Nil | 89,549,000 |
| Ordinary shares (Note 1) | INII | | INII | 52,000 | INII | 89,349,000 |
| (Ivole I) | | | | | | |
| 2. N/A | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| 2 NI/A | | | | | | |
| 3. N/A | | | | | | |
| <u> </u> | | | | | | |
| | | | | | | |
| | | | | | | |
| shares | | | | | | |
| (Note 1) | | | | | | |
| | | To | otal A. (Ordin | ary shares) | N/A | |
| | | | (Prefere | nce shares) | N/A | |
| | | | (0 | Other class) | N/A | |
| Cotal funds raised durin | ng the month f | rom exercise of | | | | |
| options (HK\$) | | | | N/A | | |

| Description of warrants (Date of expiry - dd/mm/yyyy) 1. N/A | Currency of Nominal value at nominal close of value preceding month | Exercised during the month | Nominal value at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|----------------------------------|---|--|--|
| | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date | | | | | |
| (if applicable) (dd/mm/yyyy) | (/ /) | | | | |
| 2. N/A | | | | | |
| (/ /) Stock code (if listed) Class of shares | | | | | |
| issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | |
| 3. N/A | | | | | |
| (/ /) Stock code (if listed) Class of shares issuable (Note 1) | | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | |
| 4. N/A | | | | | |
| Class of shares issuable (Note 1) | | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | |
| | Total | (Prefere | nary shares) <u>N/A</u> ence shares) <u>N/A</u> Other class) <u>N/A</u> | L | - - - |

| Convertibles (i.e. Conv | vertible | e into Shares o | of the Issuer which | are to be Listed) | | | |
|--|----------|--------------------------------------|--|---------------------------------|---------------------------------|---|---|
| Class and description | | Currency of amount outstanding | Amount at close of preceding month | Repurchased during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| 1. RMB Denominated US | | | | | | | |
| Dollar Settled Zero Cou | pon | | | | | | |
| Convertible Bonds Due | 2012 | | | | | | |
| | | RMB | 179,600,000 | Nil | 179,600,000 | Nil | 8,381,474 |
| Stock code (if listed) | N/A | | | | | | |
| Class of shares | Ordin | om Chanas | | | | | |
| issuable (<i>Note 1</i>) Subscription price | | hary Shares 21.47 (as adju | sted) | | | | |
| EGM approval date | 1113.02 | 21.47 (as auju | (sted) | | | | |
| (if applicable) | | | | | | | |
| (dd/mm/yyyy)) | N/A | | | | | | |
| 2. N/A | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| Stock code (if listed) Class of shares | | | | | | | |
| issuable (Note 1) | | | | | | | |
| Subscription price | | | | | | | |
| EGM approval date | | | | | | | |
| (if applicable) | | | | | | | |
| (dd/mm/yyyy) | | (/ /) |) | | | | |
| 3. N/A | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| Ctoplands (if listed) | | . <u> </u> | | | | | |
| Stock code (if listed) Class of shares | | | | | | | |
| issuable (<i>Note 1</i>) | | | | | | | |
| Subscription price | | | | | | | |
| EGM approval date | | | | | | | |
| (if applicable) | | | | | | | |
| (dd/mm/yyyy) 4. N/A | | (/ /) |) | | | | |
| 4. IN/A | | | | | | | |
| | | | | | | | |
| | | | | | | | |
| Stock code (if listed) | | | | | | | |
| Class of shares | | | | | | | |
| issuable (Note 1) | | | | | | | |
| Subscription price | | | | | | | |
| EGM approval date | | | | | | | |
| (if applicable) (dd/mm/yyyy) | | (/ /) |) | | | | |
| (((())))))))))))))))))))))))))))))))))) | | (' ') | , | Total C. (Ordinary sl | hares) N/A | | |
| | | | | (Preference sl | | | |
| | | | | (Other | class) N/A | | |
| | | | | | | | |

| than under Share Option Schemes) | | |
|---|---|--|
| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| 1. N/A | | |
| | | |
| | | |
| | | |
| | | |
| shares (Note 1) | | |
| | | |
| 2. N/A | | |
| | | |
| | | |
| | | |
| | | |
| shares (Note 1) | | |
| | | |
| 3. N/A | | |
| | | |
| | | |
| | | |
| | | |
| shares (Note 1) | | |
| | 1 | |
| Total D. (Ordinary shares) | N/A | |
| | N/A N/A | |
| (Preference shares) | | |
| (Other class) | N/A | |
| | | |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| | Type of Issue | sued Share Capital | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----|---------------|--------------------|--|-------|---|--|---|
| | | | Class of shares issuable | N/A | | | |
| | | | (Note 1) | | | | |
| 1. | Rights issue | At price : State | _ Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | Class of shares issuable | N/A | | | |
| | | | (Note 1) | | | | |
| 2. | Open offer | At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | Class of shares issuable | N/A | | | |
| 3. | Placing | At price : State | (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | |
| | | | Class of shares issuable (<i>Note 1</i>) | _N/A | | | |
| 4. | Bonus issue | | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | | |

| | Type of Issue | F | For Main | Boar | d and GEM listed No. of new shares of issuer issued during the month pursuant thereto | issuers No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----|--|--|----------|------|--|--|
| | | | | | | |
| | | Class of shares issuable (<i>Note 1</i>) | _N/A | | | |
| 5. | Scrip dividend At price : State currency | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | _N/A | | | |
| 6. | Repurchase of | repurchased (<i>Note 1</i>) Cancellation date : (dd/mm/yyyy) | (/ / |) | | |
| | shares | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | Class of shares redeemed (<i>Note 1</i>) | _N/A | | | |
| 7. | Redemption of shares | Redemption date : (dd/mm/yyyy) | (/ / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | Class of shares issuable (<i>Note 1</i>) | _N/A | | | |
| 8. | Consideration issue At price : State | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | | |
| | | EGM approval date: (dd/mm/yyyy) | (/ / |) | | |
| | | | | | | |

| | | |] | For Main Bo | oard and GEM listed | issuers |
|-----|---------------------------|------------------|--|---|--|---|
| | Type of Issue | | | | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
| | | | Class of shares issuable (Note 1) | N/A | | |
| 9. | Capital reorganisation | | Issue and allotment date : (dd/mm/yyyy) | (/ / |) | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | |
| | | | | | | |
| | | | Class of shares issuable (Note 1) | _N/A | - | |
| 10. | Other (Please specify) | At price : State | — Issue and allotment date : (dd/mm/yyyy) | (/ / |) | |
| | | | EGM approval date: (dd/mm/yyyy) | (/ / |) | |
| | | | | Ordinary sha reference sha (Other c | | |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | N/A | | |
|--|-----|-----|--|--|
| | (2) | N/A | | |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | N/A | | |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | N/A | | |
| (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) | | | | |

| Remarks | (if | any) |): |
|---------|-----|------|----|
|---------|-----|------|----|

| Submitted by: | _SIMON FUNG | | |
|----------------|--|----|--|
| Sublitted by: | | | |
| | ~ ~ | | |
| Title: | Company Secretary | | |
| (Director, Sec | cretary or other duly authorised officer | ·) | |
| | | | |
| | | | |
| | | | |

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. *If there is insufficient space, please append the prescribed continuation sheet.*