

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.



GREENTOWN CHINA HOLDINGS LIMITED

綠城中國控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 03900)

ANNOUNCEMENT

COMPLETION OF THE SECOND TRANCHE SUBSCRIPTION AND ISSUE OF THE CONVERTIBLE SECURITIES

The Board is pleased to announce that completion of the Second Tranche Subscription and the issue of the Convertible Securities took place on 2 August 2012. The appointment of Mr Tsui Yiu Cheung as a non-executive Director has become effective upon completion of the Second Tranche Subscription.

Reference are made to the announcements of Greentown China Holdings Limited (the “**Company**”) dated 8 June 2012, 16 July 2012 and 1 August 2012, respectively, and the circular of the Company dated 17 July 2012 (the “**Circular**”) in relation to, among other things, the Subscription Agreement and the Investment Agreement. Unless otherwise stated, capitalised terms used in this announcement have the same meanings as those defined in the Circular.

COMPLETION OF THE SECOND TRANCHE SUBSCRIPTION AND ISSUE OF THE CONVERTIBLE SECURITIES

The Board is pleased to announce that completion of the Second Tranche Subscription and the issue of the Convertible Securities took place on 2 August 2012. Upon completion, the Second Tranche Shares, namely 162,113,714 new Shares, were allotted and issued by the Company to the Share Investor and the Convertible Securities in the principal amount of HK\$2,550 million were issued by the Issuer to the PSCS Investor.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The appointment of Mr Tsui Yiu Cheung as a non-executive Director became effective upon completion of the Second Tranche Subscription.

* *For identification purposes only*

The Company entered into an appointment letter with Mr Tsui regarding his appointment commencing from 2 August 2012 for an initial term of three years subject to the terms and conditions of the appointment letter. Under the appointment letter, Mr Tsui will be entitled to an initial director's fee of RMB260,000 per year, which was determined with reference to, among other things, his duties and responsibilities and the prevailing market terms. Mr Tsui's appointment as a non-executive Director is also subject to retirement by rotation in accordance with the Company's articles of association.

SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below are the shareholding structures of the Company immediately before and after the completion of the Second Tranche Subscription:

	Immediately before the completion of the Second Tranche Subscription	% of the issued share capital	Immediately after the completion of the Second Tranche Subscription	% of the issued share capital
Mr Song (<i>Note 1</i>)	540,983,000	27.48	540,983,000	25.39
Mr Shou (<i>Note 2</i>)	384,490,500	19.53	384,490,500	18.04
Mr Luo (<i>Note 3</i>)	100,000,000	5.08	100,000,000	4.69
Other Directors	13,010,000	0.66	13,010,000	0.61
Share Investor and its associates	362,738,079	18.42	524,851,793	24.63
Public Shareholders	567,613,897	28.83	567,613,897	26.64
Total	<u>1,968,835,476</u>	<u>100.0</u>	<u>2,130,949,190</u>	<u>100.00</u>

Notes:

1. This refers to the Shares held by corporations controlled by Mr Song and also a corporation controlled by his spouse, Ms Xia.
2. This refers to the Shares held by a corporation controlled by Mr Shou.
3. This refers to the Shares held by a corporation jointly controlled by Mr Luo and his spouse, Ms Ruan Yiling.

By order of the Board
Greentown China Holdings Limited
Song Weiping
Chairman

Hangzhou, the PRC, 2 August 2012

As at the date of this announcement, the Board comprises five executive Directors, namely Mr Song Weiping, Mr Shou Bainian, Mr Luo Zhaoming, Mr Guo Jiafeng and Mr Cao Zhounan, two non-executive Directors, namely Mr Ng Tin Hoi, Stephen and Mr Tsui Yiu Cheung, and six independent non-executive Directors, namely Mr Jia Shenghua, Mr Jiang Wei, Mr Ke Huanzhang, Mr Sze Tsai Ping, Michael, Mr Tang Shiding and Mr Hui Wan Fai.