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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of Greentown China Holdings Limited (the “**Company**”) will be held at Hangzhou Rose Garden Resort & Spa, 128 Zhijiang Road, West Lake District, Hangzhou, Zhejiang Province, the PRC on 15 July 2015 (Wednesday) at 2:30 p.m. for the following purposes:

ORDINARY BUSINESS

1. “**THAT:**

- (a) the conditional framework agreement (the “**Framework Agreement**”) dated 15 May 2015 entered into between the Company and Sunac China Holdings Limited (“**Sunac China**”), together with the underlying agreements and documents (together, the “**Underlying Documents**”) dated 15 May 2015 entered into between the Company, Sunac China Holdings Limited and/or their respective subsidiaries for the transactions contemplated under the Framework Agreement (copies of the Framework Agreement and the Underlying Documents marked “A” for identification purpose have been produced at the EGM) and the transactions contemplated thereunder be and are hereby confirmed,
- (b) the directors of the Company (the “**Directors**”) or duly authorised committee of the board of Directors (the “**Board**”) be and are hereby authorised to do all such acts (including, without limitation, signing, executing (under hand or under seal), perfecting and delivery of all agreements, documents and instruments) which are in their opinion necessary, appropriate, desirable or expedient to implement or to give effect to the Framework Agreement, the Underlying Documents and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and

* *For identification purposes only*

waiver of any of the matters relating thereto or in connection therewith that are, in the opinion of the Directors, not material to the terms of the Framework Agreement, the Underlying Documents and all transactions contemplated thereunder and are in interests of the Company.”

2. “**THAT** Mr Cao Zhounan be re-elected as an executive director of the Company and the Board be authorised to determine Mr Cao Zhounan’s remuneration.”
3. “**THAT** Mr Li Qingan be re-elected as an executive director of the Company and the Board be authorised to determine Mr Li Qingan’s remuneration.”
4. “**THAT** Mr Liu Wensheng be re-elected as a non-executive director of the Company and the Board be authorised to determine Mr Liu Wensheng’s remuneration.”

For and on behalf of the Board
Greentown China Holdings Limited
SONG Weiping ZHU Bixin
Co-chairmen

Hangzhou, PRC
29 June 2015

Notes:

- (1) Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions at the EGM will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands and the results of the poll will be published on the websites of the Stock Exchange and of the Company.
- (2) A member entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies (if holding two or more shares) to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (3) Completion and delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM or any adjournment thereof should the member of the Company so wish, and in which case, the form of proxy shall be deemed to be revoked.
- (4) Where there are joint registered holders of any share in the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.

- (5) In order to be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must 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, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof.
- (6) For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed on 14 July 2015 (Tuesday), during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 13 July 2015 (Monday).

As at the date of this notice, the Board comprises Mr SONG Weiping, Mr ZHU Bixin, Mr SHOU Bainian, Mr SUN Guoqiang, Mr Cao Zhounan and Mr Li Qingan as the executive Directors; Mr Andrew CHOW, Mr TSUI Yiu Cheung and Mr Liu Wensheng as the non-executive Directors; and Mr JIA Shenghua, Mr KE Huanzhang, Mr SZE Tsai Ping, Michael and Mr HUI Wan Fai as the independent non-executive Directors.