



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)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I(We) ^(Note 1) _____
of _____
Shareholders' Account: _____ and I.D. No.: _____, being the
holder(s) of _____ share(s) ^(Note 2) of Greentown China Holdings
Limited (the "Company"), now appoint ^(Note 3) _____, I.D. No.: _____
of _____
or failing him/her, the Chairman of the meeting as my(our) proxy to attend and vote for me(us) and on my(our) behalf at the
Extraordinary General Meeting of the Company (the "EGM") (or at any adjournment thereof) to be held at 10:30 a.m. on
Wednesday, 1 August 2012 at Hangzhou Rose Garden Resort & Spa, 128 Zhijiang Road, West Lake District, Hangzhou, Zhejiang
Province, the People's Republic of China for the purpose of considering and, if thought fit, passing the resolutions as set out in
the notice convening the EGM and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in
respect of the ordinary resolutions as indicated below ^(Note 4).

No.	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	Re-election of Mr Ng Tin Hoi, Stephen as a non-executive director of the Company and authorising the Board to determine his remuneration.		
2.	The Investment Agreement (as supplemented and amended pursuant to the Supplemental Agreement) and the transactions contemplated thereunder, including but not limited to the allotment and issuance of 162,113,714 new Shares, the issuance of the Convertible Securities and the allotment and issuance of the Conversion Shares upon the conversion rights attaching to the Convertible Securities being exercised.		
3.	Appointment of Mr Tsui Yiu Cheung as a non-executive director of the Company and authorising the Board to determine his remuneration.		

Date: _____ 2012

Signature: ^(Note 5) _____

Notes:

- Please insert full name(s) and address(es) in BLOCK LETTERS. The names of all joint holders should be stated.
- Please insert the number of share(s) of the Company registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the shares of the Company registered in your name(s).
- Please insert the name and address of your proxy. If this is left blank, the chairman of the EGM will act as your proxy. One or more proxies may be appointed to attend and vote at the meeting provided that such proxies must attend the EGM in person on your behalf. Any alteration made to this form of proxy must be signed by the person who signs it.
- Important: If you wish to vote FOR any resolution, please tick the appropriate box marked "For". If you wish to vote AGAINST any resolution, please tick the appropriate box marked "Against".** In the absence of any such indication, the proxy will vote or abstain at his discretion.
- This form of proxy must be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- In the case of joint holders, the vote of the senior who tenders a vote, either in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
- To be valid, this form of proxy together with the power of attorney (if any) 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 no later than 48 hours before the time designated for the holding of the EGM or any adjournment thereof.
- The proxy need not be a member of the Company.
- Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish, and in such event, this form of proxy shall be deemed to be revoked.

* For identification purposes only