



# 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 ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I (We) <sup>(Note 1)</sup> \_\_\_\_\_ of \_\_\_\_\_ Shareholders' Account: \_\_\_\_\_ and I.D. No.: \_\_\_\_\_, being the holder(s) of \_\_\_\_\_ share(s) <sup>(Note 2)</sup> of Greentown China Holdings Limited (the "Company"), now appoint <sup>(Note 3)</sup> \_\_\_\_\_, 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 Annual General Meeting of the Company (the "AGM") (or at any adjournment thereof) to be held at Hangzhou Rose Garden Resort & Spa, 128 Zhijiang Road, West Lake District, Hangzhou, Zhejiang Province, the PRC on 27 June 2014 (Friday) at 2:30 p.m. for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below <sup>(Note 4)</sup>.

No.	ORDINARY RESOLUTIONS	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the "Directors") and of the auditors of the Company (the "Auditors") for the year ended 31 December 2013.		
2.	To prove the recommended final dividend of RMB0.43 per share for the year ended 31 December 2013.		
3.	(A) To re-elect the following retiring Directors:		
	(i) Mr SHOU Bainian as an executive Director.	(i)	(i)
	(ii) Mr LUO Zhaoming as an executive Director.	(ii)	(ii)
	(iii) Mr CAO Zhounan as an executive Director.	(iii)	(iii)
	(iv) Mr HUI Wan Fai as an independent non-executive Director.	(iv)	(iv)
	(B) To authorize the board of Directors (the "Board") to determine the Directors' remuneration.		
4.	To re-appoint Deloitte Touche Tohmatsu as the Auditors and to authorize the Board to fix their remuneration.		
5.	To grant a general mandate to the Directors to repurchase shares of the Company (the "Shares") not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
6.	To grant a general mandate to the Directors to issue, allot and deal with Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
7.	To extend the general mandate granted to the Directors by resolution no. 6 to issue Shares by adding the aggregate nominal amount of Shares repurchased by the Company pursuant to the general mandate granted by resolution no. 5.		

Date: \_\_\_\_\_ 2014

Signature: <sup>(Note 5)</sup> \_\_\_\_\_

#### 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 AGM will act as your proxy. One or more proxies, who need not be a member(s) of the Company, may be appointed to attend and vote at the AGM provided that such proxies must attend the AGM 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 resolutions, please tick the appropriate box marked "For". If you wish to vote AGAINST any resolutions, please tick the appropriate box marked "Against".** In the absence of any such indication, the proxy will vote or abstain at his/her discretion.
- This form of proxy must be in writing under the hand of the appointor or of his/her attorney authorized 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 authorized 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 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 less than 48 hours before the time designated for holding of the AGM 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 AGM if you so wish, and in such case, this form of proxy shall be deemed to be revoked.

\* For identification purposes only