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In connection with the Global Offering, JPMorgan Securities as stabilising manager, or any person acting for it, may, upon mutual agreement of the Joint Global Coordinators, over-allocate or effect transactions with a view to supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the commencement of trading in the shares on the Stock Exchange. Such transactions will be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules made under the Securities Futures Ordinance (Cap. 571 of the Laws of Hong Kong). However, JPMorgan Securities, or any person acting for it has no obligation to conduct any such stabilizing activity, which if commenced, will be terminated at the absolute discretion of JPMorgan Securities or any person acting for it and may be terminated at any time. Any such stabilizing activity is required to be brought to an end within 30 days of the last day for lodging of applications under the Hong Kong Public Offering or make (or agree, offer or attempt to make) open-market purchases in the secondary market.

Unless otherwise defined herein, terms defined in the prospectus dated 30 June 2006 (the "Prospectus") issued by Greentown China Holdings Limited (the "Company") shall have the same meanings when used in this announcement.



Greentown China Holdings Limited

綠城中國控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 3900)

EXERCISE OF OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option referred to in the Prospectus was exercised in full by the Joint Global Coordinators on behalf of the International Underwriters on 20 July 2006 in respect of the Over-allotment Shares (representing approximately 15% of the total number of Offer Shares initially being offered under the Global Offering) to facilitate the return in full to Profitwise Limited of 48,701,000 borrowed Shares which were used solely to cover over-allocations in the International Offering.

The Over-allotment Shares will be issued and allotted by the Company at HK\$8.22 per Share (excluding brokerage fee of 1%, SFC transaction levy of 0.005% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share in connection with the Global Offering.

The Company announces that the Over-allotment Option referred to in the Prospectus was exercised in full by the Joint Global Coordinators on behalf of the International Underwriters on 20 July 2006 in respect of 48,701,000 additional Shares (the "Over-allotment Shares") (representing approximately 15% of the total number of Offer Shares initially being offered under the Global Offering). The Over-allotment Shares will be issued and allotted by the Company at HK\$8.22 per Share (excluding brokerage fee of 1%, SFC transaction levy of 0.005% and Stock Exchange trading fee of 0.005%), being the Offer Price per Share in connection with the Global Offering.

J.P. Morgan Securities Ltd. has borrowed 48,701,000 Shares from Profitwise Limited pursuant to the Stock Borrowing Agreement solely to cover over-allocations in the International Offering. The Over-allotment Shares will be used to facilitate the return in full to Profitwise Limited of 48,701,000 borrowed Shares which were used solely to cover over-allocations in the International Offering.

Immediately after the issue of the Over-allotment Shares, the total number of Shares in issue will be 1,347,402,500, of which an aggregate of 373,376,500 Shares will be held in public hands, representing approximately 27.71% of the total number of Shares in issue as enlarged by the Over-allotment Shares.

Approval for listing of and permission to deal in the Over-allotment Shares was granted by the Listing Committee of the Stock Exchange. Dealings in the Over-allotment Shares shall commence on the main board of the Stock Exchange at 9:30 a.m. on 26 July 2006.

The shareholding structure of the Company immediately following the completion of the Global Offering (assuming the Over-allotment Option is not exercised) and immediately after the exercise of the Over-allotment Option is as follows:

Shareholders	Immediately following the completion of the Global Offering (assuming the Over-allotment Option is not exercised)		Immediately after the exercise of the Over-allotment Shares	
	Number of Shares	Approximate % of issued share capital	Number of Shares	Approximate % of issued share capital
Original Shareholders				
Song Weiping	501,524,000	38.62%	501,524,000	37.23%
Shou Bainian ⁽¹⁾	383,643,000	29.54%	383,643,000	28.47%
Xia Yibo	68,859,000	5.30%	68,859,000	5.11%
Stark	10,000,000	0.77%	10,000,000	0.74%
JPMorgan Securities	10,000,000	0.77%	10,000,000	0.74%
Public Shareholders	<u>324,675,500</u>	<u>25.00%</u>	<u>373,376,500</u>	<u>27.71%</u>
Total	<u><u>1,298,701,500</u></u>	<u><u>100%</u></u>	<u><u>1,347,402,500</u></u>	<u><u>100%</u></u>

(1) JPMorgan Securities has borrowed 48,701,000 Shares from Profitwise Limited, a British Virgin Islands international company wholly owned by Shou Bainian, an executive Director of the Company, pursuant to the Stock Borrowing Agreement solely to cover over-allocations in the Global Offering.

The additional net proceeds of approximately HK\$387 million from the issue of the Over-allotment Shares will be used by the Company to acquire new land for development as stated in the section headed “Future Plans and Use of Proceeds” of the Prospectus.

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

Hong Kong, 20 July 2006

As at the date of this announcement, the executive Directors are Mr. SONG Weiping, Mr. SHOU Bainian, Mr. CHEN Shunhua, Mr. GUO Jiafeng, and the independent non-executive Directors are Mr. JIA Shenghua, Mr. JIANG Wei, Mr. SZE Tsai Ping, Michael, Mr. TSUI Yiu Wa, Alec and Mr. TANG Shiding.

* For identification purposes only

*Please also refer to the published version of this announcement in **South China Morning Post**.*