



# 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)

### FORM OF PROXY FOR ANNUAL GENERAL MEETING

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 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 (the "AGM") to be held at 3:00 p.m. on 23 May 2008, Friday at Chater Room, 2nd Floor, Mandarin Oriental Hotel, 5 Connaught Road, Central, Hong Kong 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 (and 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>.

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 and of the auditors for the year ended 31 December 2007.		
2.	To declare a final dividend.		
3.	(a) To re-elect the following retiring Directors:		
	(i) CHEN Shunhua	(i)	(i)
	(ii) GUO Jiafeng	(ii)	(ii)
	(iii) JIA Shenghua	(iii)	(iii)
	(b) To authorise the Board to determine the Directors' remuneration.		
4.	To re-appoint Deloitte Touche Tohmatsu as auditors and to authorise the Board to fix their remuneration.		
5.	To grant a general mandate to the Directors to purchase shares not exceeding 10% of the aggregate nominal amount of the existing issued share capital.		
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 existing issued share capital.		
7.	To extend the general mandate granted to the Directors to issue additional shares by the amount of shares repurchased.		

Date: \_\_\_\_\_ 2008 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 may not be member(s) of the Company, may be appointed to attend and vote in the meeting 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 resolution, please tick the appropriate box marked "For". If you wish to vote AGAINST any resolution, 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 authorisation document(s) (if any) under which it was signed or a notarially certified copy thereof, must be deposited at the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, at least 48 hours before the time designated for the holding of the AGM.
- The proxy need not be a member of the Company.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish, and, in such event, this form of proxy shall be deemed to be revoked.