



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)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Greentown China Holdings Limited (the “Company”) will 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 following purposes:

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. To re-elect retiring Directors and to authorise the Board to determine the Directors’ remuneration;
4. To re-appoint auditors and to authorise the Board to fix their remuneration;
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its Shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this Resolution and Resolution 6 below, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the Shareholders in a general meeting; and

(iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company or any applicable laws to be held.”;

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to sub-paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined above) of all the powers of the Company to allot, issue and deal with the unissued shares in the capital of the Company and to make, issue or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make, issue or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the Shares in the capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approvals in sub-paragraphs (a) and (b) above during the Relevant Period, otherwise than pursuant to a rights issue (as defined below) or pursuant to the exercise of any options which may be granted or exercise of rights of subscription or conversion under the terms of any securities which are convertible into Shares or the exercise of warrants to subscribe for shares of the Company, or any scrip dividend or similar arrangement implemented, pursuant to the articles of association of the Company from time to time, or a specific authority granted or to be granted by the Shareholders in a general meeting shall not exceed the aggregate of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution;
- (d) for the purpose of this Resolution:

“rights issue” means the allotment or issue of Shares in the Company or other securities which would or might require Shares to be allotted and issued pursuant to an offer made to all the Shareholders of the Company (excluding for such purpose any Shareholder who is a resident in a place where such offer is not permitted under the laws of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities.”; and

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of Ordinary Resolutions 5 and 6 as set out in the notice covering this meeting, the general mandate granted to the Directors pursuant to Resolution 6 above to exercise the powers of the Company to issue, allot or deal with shares be and is hereby extended by the aggregate nominal amount of shares in the capital of the Company repurchased by the Company since the granting of such general mandate referred to in the above Resolution 5, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution.”.

By Order of the Board
LAM Kam Tong
Company Secretary

Hong Kong, 30 April 2008

Notes:

- (1) The Register of Members of the Company will be closed from Wednesday, 21 May 2008 to Friday, 23 May 2008, both days inclusive, during which period no transfer of shares will be registered.
- (2) In order to qualify for the proposed final dividend and to attend and vote at the Annual General Meeting, all transfers of shares, accompanied by the relevant share certificates and appropriate transfer forms, must be lodged with the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:00 p.m. on Tuesday, 20 May 2008.
- (3) A Member entitled to attend and vote at the above meeting is entitled to appoint a proxy or proxies (if holding two or more Shares) to attend and vote instead of him. A proxy need not be a member of the Company.
- (4) In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be lodged with the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.

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