



# 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 (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 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") (and at any adjournment thereof) to be held at 3:00 p.m. on Wednesday, 17 June 2009 at Mandarin Oriental Hong Kong, 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 of the Company (the "Directors") and of the auditors for the year ended 31 December 2008.		
2.	(a) To re-elect the following retiring Directors:		
	(i) SONG Weiping as executive Director	(i)	(i)
	(ii) SHOU Bainian as executive Director	(ii)	(ii)
	(iii) TANG Shiding as independent non-executive Director	(iii)	(iii)
(b) To authorise the board of Directors to determine the Directors' remuneration.			
3.	To re-appoint Deloitte Touche Tohmatsu as auditors and to authorise the board of Directors to fix their remuneration.		
4.	To grant a general mandate to the Directors to purchase shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.		
5.	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 this resolution.		
6.	To extend the general mandate granted to the Directors by resolution no. 5 to issue shares by adding the amount of shares repurchased pursuant of the general mandate granted by resolution no. 4.		

Date: \_\_\_\_\_ 2009

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 member(s) of the Company, may be appointed to attend and vote at 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, 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 Shops 1712-1716, 17th 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 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 purpose only