



# 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 EXTRAORDINARY 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 Extraordinary General Meeting of the Company (the "EGM") (or at any adjournment thereof) to be held at 3:00 p.m. on Tuesday, 7 September 2010 at Rose Hall, 1st Floor, Hangzhou Rose Garden Resort & Spa, 128, Zhijiang Road, West Lake District, Hangzhou, Zhejiang Province, the PRC for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the EGM and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the ordinary resolution as indicated below <sup>(Note 4)</sup>.

RESOLUTION	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
<p><b>THAT:</b></p> <p>(a) the proposed grant of the Waiver (as defined in the Company's circular dated 23 August 2010 despatched to shareholders of the Company, a copy of which has been produced to the meeting marked "A" and signed by the chairman of the meeting for the purpose of identification) (the "Waiver") be and is hereby approved, confirmed and ratified; and</p> <p>(b) the directors of the Company be and are hereby authorised to take all steps in connection with the Waiver as they may in their absolute discretion think fit.</p>		

Date: \_\_\_\_\_ 2010

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 EGM 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 EGM 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 EGM.
- 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 purposes only