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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)

ANNOUNCEMENT PURSUANT TO RULE 13.18 OF THE LISTING RULES

This announcement is made by the board of directors (the “**Board**”) of Greentown China Holdings Limited (綠城中國控股有限公司*) (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

FACILITY AGREEMENT

On 5 September 2013, the Company as borrower, certain subsidiaries of the Company as guarantors and various financial institutions as lenders (the “**Lenders**”) entered into a facility agreement (the “**Facility Agreement**”) whereby a term loan facility of up to US\$300,000,000 (the “**Facility**”) shall be made available to the Company for general working capital and capital restructuring requirements of the Group. The loan shall be repaid by instalments with the final repayment date falling 36 months after the date of the Facility Agreement.

Pursuant to the Facility Agreement, in the event that (i) Mr Song Weiping (“**Mr Song**”), Mr Shou Bainian (“**Mr Shou**”), Mr Luo Zhaoming (“**Mr Luo**”) and The Wharf (Holdings) Limited (“**Wharf**”) and/or their respective affiliates collectively ceasing to own beneficially 40% or more of the total issued ordinary share capital of the Company; or (ii) Mr Song, Mr Shou and Mr Luo collectively ceasing to have the power to direct or cause the direction of the management and policies of the Company, the Facility shall be cancelled immediately and the Company shall prepay all outstanding loans, together with accrued interest and all other amounts accrued under the Facility (including break costs) by no later than the date falling ten business days after the date of the event described in (i) or (ii) (as the case may be).

* For identification purposes only

GENERAL

As at the date of this announcement, Mr Song, Mr Shou, Mr Luo and Wharf are interested in the ordinary shares of the Company (the “Shares”) as more particularly set out below:

	Number of Shares (Note 1)	Issued share capital of the Company
Mr Song (chairman and executive director) (Note 2)	540,983,000	25.08%
Mr Shou (executive vice chairman and executive director) (Note 3)	384,490,500	17.83%
Mr Luo (vice chairman and executive director) (Note 4)	100,000,000	4.64%
Wharf (Note 5)	524,851,793	24.33%
Sub-total	1,550,325,293	71.88%
Others	606,639,897	28.12%
Total	2,156,965,190	100%

Notes:

1. This does not include securities exercisable or convertible into Shares such as share options or convertible securities.
2. This comprises (i) 68,859,000 Shares held by Wisearn Limited, a company wholly-owned by the spouse of Mr Song; (ii) 372,124,000 Shares held by Delta House Limited, a company wholly-owned by Mr Song; and (iii) 100,000,000 Shares held by Hong Kong Orange Osmanthus Foundation Limited (“**HKOO Foundation**”). HKOO Foundation is a company limited by guarantee and established by Mr Song as a charitable institution of a public character exempt from tax under the Inland Revenue Ordinance. As Mr Song is the sole member of HKOO Foundation, Mr Song is deemed to be interested in the Shares held by HKOO Foundation for the purpose of the Securities and Futures Ordinance notwithstanding that Mr Song is not beneficially interested in such Shares.
3. These Shares are held by Profitwise Limited, a company wholly-owned by Mr Shou.
4. These Shares are held by Tandellen Group Limited, a company which is 50% owned by Mr Luo and 50% owned by the spouse of Mr Luo.
5. These Shares are held by a wholly-owned subsidiary of Wharf.

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

Hangzhou, the PRC

5 September 2013

As at the date of this announcement, the Board comprises five executive directors, namely Mr Song Weiping, Mr Shou Bainian, Mr Luo Zhaoming, Mr Guo Jiafeng and Mr Cao Zhounan, two non-executive directors, namely, Mr Ng Tin Hoi, Stephen and Mr Tsui Yiu Cheung and six independent non-executive directors, namely Mr Jia Shenghua, Mr Jiang Wei, Mr Ke Huanzhang, Mr Sze Tsai Ping, Michael, Mr Tang Shiding and Mr Hui Wan Fai.