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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)

CLARIFICATION ANNOUNCEMENT

This announcement is made at the request of The Stock Exchange of Hong Kong Limited.

We have noted the increase in the price of the shares of Greentown China Holdings Limited (the “**Company**”) today and certain press coverage on the Company regarding, among other things, the possible sale by the Company of its interests in the joint ventures (the “**Joint Ventures**”) with Sunac China Holdings Limited (“**Sunac China**”) to The Wharf (Holdings) Limited (“**Wharf**”).

We wish to state that, subsequent to the Company’s announcement dated 5 January 2015 with respect to our disagreement on Sunac China’s allegations as set out in its announcement dated 31 December 2014, we have been exploring different feasible options to resolve the matters with respect to the Joint Ventures, including the possible sale of the Company’s interests in the Joint Ventures to any third party(ies) (including Wharf) other than Sunac China. However, we wish to clarify that as of the date of this announcement, the board of directors of the Company (the “**Board**”) has not received or accepted any legally binding offer from any such third party(ies) in writing for such possible sale and no definitive agreement has been made by the Company or any of its subsidiaries in this respect.

Having made such enquiry with respect to the Company as is reasonable in the circumstances, we confirm that, save as aforesaid, we are not aware of any reasons for the aforesaid price movement or of any information which must be announced to avoid a false market in the Company’s securities or of any inside information that needs to be disclosed under Part XIA of the Securities and Futures Ordinance.

* *For identification purposes only*

This announcement is made by the order of the Company. The Board collectively and individually accepts responsibility for the accuracy of this announcement.

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

Hangzhou, the PRC
5 February 2015

As at the date of this announcement, the board of directors of the Company 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 four independent non-executive directors, namely Mr Jia Shenghua, Mr Ke Huanzhang, Mr Sze Tsai Ping, Michael, and Mr Hui Wan Fai.