

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement does not constitute an offer to sell or the solicitation of an offer to buy any securities in the United States or any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”) and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the U.S. Securities Act. Any public offering of securities in the United States will be made by means of an offering memorandum. Such offering memorandum will contain detailed information about the Company making the offer and its management and financial statements. The Company does not intend to make any public offering of securities in the United States.



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)

RESULTS OF THE CONSENT SOLICITATIONS IN RELATION TO THE

**(1) RMB2,500,000,000 5.625% SENIOR NOTES DUE 2016
(COMMON CODE: 092901955; ISIN: XS0929019551)**

**(2) US\$700,000,000 8.50% SENIOR NOTES DUE 2018
(COMMON CODE: 088331788; ISIN: XS0883317884)**

AND

**(3) US\$500,000,000 8.0% SENIOR NOTES DUE 2019
(COMMON CODE: 097311927; ISIN: XS0973119273)**

Reference is made to the Company's announcement dated July 20, 2015 in relation to the solicitations of consents of the Holders, through electronic means, to amend the respective Indenture governing the Notes.

The Consent Solicitations expired at 10:00 p.m. Hong Kong time on July 30, 2015 with respect to the Notes.

* For identification purposes only

The Company announces that, as of the Consent Expiration Date, consents have been received from Holders of not less than a majority in aggregate principal amount of each series of the Notes (through consents received pursuant to the Consent Solicitations or deemed consents received pursuant to the Exchange Offer) and not validly revoked. Accordingly, the Company has obtained the Requisite Consents to proceed with the Proposed Amendments with respect to each of the Indentures.

The Company, the subsidiary guarantors named therein and the Trustee intend to execute the supplemental indentures to each of the Indentures promptly after this announcement to give effect to the Proposed Amendments. Although the supplemental indentures will become effective upon execution by the Company, the subsidiary guarantors named therein and the Trustee, the Proposed Amendments to an Indenture will only become operative upon the making of the Consent Payment in respect of the Notes issued pursuant to that Indenture.

As disclosed in the Consent Solicitations Statement, the Company will make a Consent Payment to (a) each Holder of RMB Notes of RMB25 per RMB10,000 in principal amount of RMB Notes; (b) each Holder of 2018 US\$ Notes of US\$2.5 per US\$1,000 in principal amount of 2018 US\$ Notes; and (c) each Holder of 2019 US\$ Notes of US\$2.5 per US\$1,000 in principal amount of 2019 US\$ Notes, in each case in respect of which Consent is validly delivered by each such Holder on or prior to the Consent Expiration Date and was not validly revoked on or prior to the Consent Date. The Company will pay the Consent Payment as soon as practicable after the Proposed Amendments are effected and the consent conditions have been satisfied. The Company expects the consent settlement date to be August 11, 2015, provided that the consent conditions have been satisfied.

RESULTS OF THE CONSENT SOLICITATIONS

Reference is made to the Company's announcements dated July 20, 2015 in relation to the solicitations of consents of the Holders, through electronic means, to amend the respective Indenture governing the Notes.

The Consent Solicitations expired at 10:00 p.m. Hong Kong time on July 30, 2015 with respect to the Notes.

The Company announces that, as of the Consent Expiration Date, consents from (i) Holders holding a majority of the aggregate principal amount of the RMB Notes; (ii) Holders holding a majority of the aggregate principal amount of the 2018 US\$ Notes and (iii) Holders holding a majority of the aggregate principal amount of the 2019 US\$ Notes have been validly delivered (through consents received pursuant to the Consent Solicitations or deemed consents received pursuant to the Exchange Offer) and not validly revoked. As unrevoked consents have been received from Holders of not less than a majority in aggregate principal amount of each series of the Notes, the Company has obtained the Requisite Consents to proceed with the Proposed Amendments with respect to each of the Indentures.

The Company, the subsidiary guarantors named therein and the Trustee intend to execute the supplemental indentures to each of the Indentures promptly after this announcement to give effect to the Proposed Amendments. Although the supplemental indentures will become effective upon execution by the Company, the subsidiary guarantors named therein and the Trustee, the Proposed Amendments to an Indenture will only become operative upon the making of the Consent Payment in respect of the Notes issued pursuant to that Indenture.

As disclosed in the Consent Solicitations Statement, the Company will make a Consent Payment to (a) each Holder of RMB Notes of RMB25 per RMB10,000 in principal amount of RMB Notes; (b) each Holder of 2018 US\$ Notes of US\$2.5 per US\$1,000 in principal amount of 2018 US\$ Notes; and (c) each Holder of 2019 US\$ Notes of US\$2.5 per US\$1,000 in principal amount of 2019 US\$ Notes, in each case in respect of which Consent is validly delivered by each such Holder on or prior to the Consent Expiration Date and which was not validly revoked on or prior to the Consent Date. The Company will pay the Consent Payment as soon as practicable after the Proposed Amendments are effected and the consent conditions have been satisfied. The Company expects the consent settlement date to be August 11, 2015, provided that the consent conditions have been satisfied.

INFORMATION ABOUT THE COMPANY

The Company is one of the leading property developers in the PRC. The Company engages principally in the development, sale, leasing, management and long-term ownership of high-quality real estate properties and offers a wide range of high quality housing such as villas, flat mansions, low-rise apartment and high-rise apartments, urban complexes, integrated communities, as well as hotels and commercial property.

GENERAL

Forward-looking statements in this announcement, including but not limited to those statements relating to the Consent Solicitations are based on current expectations. These statements are not guarantees of future events or results. Future events and results involve some risks, uncertainties and assumptions that are difficult to predict. Actual events and results could vary materially from the description contained herein due to many factors including changes in the market and price for the Notes; changes in the business and financial condition of the Company and its subsidiaries; changes in the PRC real estate market; changes in the capital markets in general.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors
“Company”	Greentown China Holdings Limited, a company incorporated under the laws of the Cayman Islands
“Consent”	the consent from the Holders to amend certain covenants and other provisions in the respective Indenture relating to the relevant Notes
“Consent Expiration Date”	10:00 p.m. Hong Kong time, July 30, 2015, unless terminated or extended by the Company from time to time in its sole discretion
“Consent Payment”	the cash payment made by the Company to each Holder of the respective Notes in respect of a Consent that is validly delivered prior to the Consent Expiration Date
“Consent Solicitations”	the Company’s solicitation of Consents from Holders, through electronic means, to amend the Indentures
“Consent Solicitations Statement”	the consent solicitations statement dated July 20, 2015 sent by electronic means to the Holders in relation to the approval of certain amendments to the terms and conditions of the Indentures
“Directors”	directors of the Company
“Exchange Offer”	the offer made by the Company upon the terms and subject to the conditions set forth in the Exchange Offering Memorandum
“Exchange Offering Memorandum”	the exchange offering memorandum, dated July 20, 2015 in relation to the Exchange Offer
“Holders”	holders of the relevant series of Notes as shown in the records of the relevant clearing and settlement systems as a holder of the Notes and “Holder” means any one of them
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“Indentures”	collectively, the RMB Notes Indenture, the 2018 US\$ Notes Indenture and the 2019 US\$ Notes Indenture, and “Indenture” means any one of them, as applicable
“Notes”	collectively, the RMB Notes, the 2018 US\$ Notes and the 2019 US\$ Notes
“PRC”	the People’s Republic of China excluding, for the purpose of this announcement, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Amendments”	the proposed amendments to the Indentures as set forth in the Consent Solicitations Statement
“Requisite Consents”	with respect to a series of the Notes, Consents from Holders holding at least a majority in aggregate principal amount of those Notes
“RMB”	Renminbi, the lawful currency of the PRC
“RMB Notes”	the RMB2,500,000,000 5.625% Senior Notes due 2016 (Common Code 092901955; ISIN Number XS0929019551) issued by the Company
“RMB Notes Indenture”	indenture to the RMB Notes, dated as of May 13, 2013, among the Company as issuer, the subsidiaries of the Company named therein as subsidiary guarantors and DB Trustees (Hong Kong) Limited as trustee, pursuant to which the RMB Notes were issued
“Trustee”	DB Trustees (Hong Kong) Limited as trustee of each series of the Notes
“U.S.” or “United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“US\$”	United States dollar, the lawful currency of the United States
“2018 US\$ Notes”	the US\$700,000,000 8.50% Senior Notes due 2018 (Common Code 088331788; ISIN Number XS0883317884) issued by the Company
“2019 US\$ Notes”	the US\$500,000,000 8.0% Senior Notes due 2019 (Common Code 097311927; ISIN Number XS0973119273) issued by the Company

“2018 US\$ Notes Indenture”	indenture to the 2018 US\$ Notes, dated as of February 4, 2013 among the Company as issuer, the subsidiaries of the Company named therein as subsidiary guarantors and DB Trustees (Hong Kong) Limited as trustee, pursuant to which the 2018 US\$ Notes were issued
“2019 US\$ Notes Indenture”	indenture to the 2019 US\$ Notes, dated as of September 24, 2013 among the Company as issuer, the subsidiaries of the Company named therein as subsidiary guarantors and DB Trustees (Hong Kong) Limited as trustee, pursuant to which the 2019 US\$ Notes were issued
“U.S. Securities Act”	United States Securities Act of 1933, as amended
“%”	per cent.

By order of the Board
Greentown China Holdings Limited
SONG Weiping ZHU Bixin
Co-Chairmen

Hangzhou, the People’s Republic of China, July 31, 2015

As at the date of this announcement, the Board comprises six executive Directors, namely Mr Song Weiping, Mr Shou Bainian, Mr Zhu Bixin, Mr Sun Guoqiang, Mr Cao Zhounan and Mr Li Qingan, one non-executive Director, namely, Mr Liu Wensheng and four independent non-executive Directors, namely Mr Jia Shenghua, Mr Ke Huanzhang, Mr Sze Tsai Ping, Michael, and Mr Hui Wan Fai.