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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)

PROPOSED AMENDMENTS TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

This announcement is made by Greentown China Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of the Company announces that amendments to the memorandum of association and articles of association of the Company (the “**Memorandum and Articles**”) for the purpose of (i) establishing and facilitating the operation of a co-chairman structure for the Company; and (ii) aligning the existing Memorandum and Articles with certain provisions of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and certain previous amendments to the Listing Rules. The amendments to the Memorandum and Articles and the adoption of the amended and restated Memorandum and Articles are subject to the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the forthcoming annual general meeting of the Company (the “**AGM**”).

A special resolution will be proposed at the AGM for the Shareholders to consider, and if thought fit, pass for approving the amendments to the Memorandum and Articles and the adoption of the amended and restated Memorandum and Articles. A circular containing information on, among other things, the proposed amendments to the Memorandum and Articles, the proposed adoption of the amended and restated Memorandum and Articles and a notice convening the AGM will be despatched to the Shareholders as soon as practicable.

By order of the Board
Greentown China Holdings Limited
Fung Ching, Simon
Company Secretary

Hangzhou, the PRC
8 May 2017

* *For identification purposes only*

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