

This announcement is not for distribution in the United States.

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)

Exchange and Cancellation of

**(i) US\$700,000,000 8.50% US Dollars
Senior Notes due 2018 (Stock Code: 5902)**

and

**(ii) US\$500,000,000 8.0% US Dollars
Senior Notes due 2019 (Stock Code: 5969)**

* For identification purposes only

Reference is made to the Company's announcement dated August 3, 2015 relating to the results of the Exchange Offer.

The Company announces that the exchange settlement date has taken place on August 11, 2015 for all the Old US\$ Notes that were validly tendered for exchange and accepted in the Exchange Offer. Accordingly, the Company has exchanged US\$139,034,000 of the principal amount of the 2018 US\$ Notes and US\$263,459,000 of the principal amount of the 2019 US\$ Notes with the New Notes in accordance with the terms and conditions of the Exchange Offer and arranged for cancellation of the Exchanged Notes.

After repurchase and cancellation of the Exchanged Notes, US\$560,966,000 and US\$236,541,000 of the aggregate principal amount of the 2018 US\$ Notes and the 2019 US\$ Notes, respectively, will remain outstanding.

DEFINITIONS

“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
“Board”	the board of Directors
“Company”	Greentown China Holdings Limited, a company incorporated under the laws of the Cayman Islands
“Directors”	directors of the Company
“Exchanged Notes”	collectively, US\$139,034,000 of the principal amount of the 2018 US\$ Notes and US\$263,459,000 of the principal amount of the 2019 US\$ Notes
“Exchange Offer”	the offer made by the Company upon the terms and subject to the conditions set forth in the Exchange Offer Memorandum
“Exchange Offer Memorandum”	the exchange offer memorandum, dated July 20, 2015 in relation to the Exchange Offer
“New Notes”	the US\$429,698,000 Senior Notes due 2020 (Common Code 127220620; ISIN Number XS1272206209) issued by the Company pursuant to the Exchange Offer
“Old US\$ Notes”	collectively, the 2018 US\$ Notes and the 2019 US\$ Notes

“U.S.” or “United States”	the United States of America, its territories and possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	United States Securities Act of 1933, as amended
“US\$”	United States dollar, the lawful currency of the United States
“%”	per cent.

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

Hangzhou, the People’s Republic of China, August 11, 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.