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FORTE 复地

復地（集團）股份有限公司

SHANGHAI FORTE LAND CO., LTD.*

(a sino-foreign joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 02337)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 2009 annual general meeting (“AGM”) of Shanghai Forte Land Co., Ltd. (the “Company”) will be held at 10:00 a.m. 8 June 2010 (Tuesday) at the conference room of the Company, Fuxing Business Building, 2 Fuxing Road East, Shanghai, the People’s Republic of China (the “PRC”) for the purposes of considering and, if thought fit, passing the following resolutions:

I. As ordinary resolutions:

1. To consider and approve the report of the board of directors (the “Board”) of the Company for the year ended 31 December 2009.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2009.
3. To consider and approve the audited financial statements and the report of the auditors for the year ended 31 December 2009.
4. To consider and approve the profit distribution proposal for the year 2009 and to declare a final dividend for the year ended 31 December 2009 of RMB 0.06 per share (pre tax).
5. To authorize the Board to decide matters relating to the payment of interim dividend for the six months ending 30 June 2010.

6. To consider and approve the re-appointment of Ernst & Young as the international auditor and Ernst & Young Hua Ming as the PRC auditor of the Company, and to authorise the Board to determine their remuneration.
7. To authorise the Board to decide proposals relating to guarantees for the Company's subsidiaries

Under the following circumstances, the Board can approve that the Company provides to its subsidiaries guarantees with an amount not exceeding RMB 6 billion.

- 1) any external guarantee provided by the Company and its subsidiaries (including guarantees to its subsidiaries) reaches or exceeds 50% of its latest audited net assets;
- 2) any external guarantee (including guarantees for its subsidiaries) provided by the Company reaches or exceeds 30% of its latest audited total assets;
- 3) any guarantee provided by Company to its subsidiaries with asset liability ratio exceeding 70%; and
- 4) any guarantee provided by Company to its subsidiaries with single guarantee amount not exceeding 10% of its latest audited net assets;

The above authorization is for a period of one year.

II. As special resolution:

8. On 23 June 2009, the Company's 2008 annual general meeting approved and granted a general mandate to the Board to issue, allot and deal with additional Domestic Shares not exceeding 20% of the Domestic Shares in issue and additional H Shares not exceeding 20% of the H Shares in issue and authorise the Board to make corresponding amendments to the articles of association of the Company as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares (allotment and issuance), based on the fact that Company has submitted the application for H share allotment and issuance to China Securities Regulatory Commission (CSRC). It is currently in pending status. To ensure such matter continued to be effective:

“Resolution:

Extend the effective period for allotment and issuance, which was approved and granted in the Company’s 2008 annual general meeting on 23 June 2009, to the earliest date of the following:

(i) the conclusion of the next annual general meeting of the Company after passing this resolution; (ii) 12 months after passing this resolution, or (iii) the date on which the authority granted under this resolution is revoked or varied by a special resolution passed by the shareholders of the Company at a general meeting.

For the purpose of this resolution:

“Domestic Shares” means ordinary shares in the share capital of the Company, with a nominal value of RMB0.20 which are subscribed for and credited as fully paid up in Renminbi by PRC nationals and/or PRC incorporated entities; and

“H Shares” means the overseas-listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB0.20 each, which are subscribed for and traded in Hong Kong dollars.

By order of the Board of Directors

Fan Wei

Chairman

Shanghai, PRC

23 April 2010

As at the date of this Notice, the executive Directors of the Company are Mr. Fan Wei, Mr. Zhang Hua and Mr. Wang Zhe, the non-executive Directors are Mr. Guo Guangchang, Mr. Chen Qiyu and Mr. Feng Xiekun and the independent non-executive Directors are Mr. Charles Nicholas Brooke, Mr. Chen Yingjie, Mr. Zhang Hongming and Ms. Wang Meijuan.

Notes:

- (1) The register of shareholders of the Company will be closed from 8 May 2010 (Saturday) to 8 June 2010 (Tuesday) (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and be eligible to attend and vote at the AGM, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on 7 May 2010 (Friday).
- (2) Voting by poll will be conducted at the AGM. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy does not need to be a shareholder of the Company. If proxies will be appointed, the number of shares entitled for each of the proxies shall be stated in the authorization document.
- (3) The form of proxy for use by shareholders of the Company and a notarised copy of power of attorney or other authority if such proxy is signed by a person on behalf of the appointor pursuant to a power of attorney or other authority must be delivered to the Secretariat of the Board at the Company's principal place of business in the PRC (for Domestic Shares) or the Company's H Share Registrar in Hong Kong (for H shares) at least than 24 hours before the time scheduled for holding the AGM.

The address and details of the Company's principal place of business in PRC are as follows:

5th-7th Floor
Fuxing Business Building
2 Fuxing Road East
Shanghai 200010
The People's Republic of China
Tel: (8621) 6332 0055
Fax: (8621) 6332 5018

The address and details of the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, are as follows:

Rooms 1712-1716
17th Floor Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
Tel: (852) 2862 8628
Fax: (852) 2529 6087

- (4) Shareholders who intend to attend the AGM in person or by proxy are required to return the reply slip by hand, by post or by fax to the secretariat of the board of directors at the Company's principal place of business in the PRC (for holders of the Domestic Shares) and to the Company's H Share Registrar in Hong Kong (for holders of the H shares) on or before 18 May 2010 (Tuesday) (i.e. 20 days prior to the date of convening the AGM) for information purpose.
- (5) A vote given in accordance with the terms of the proxy form shall be valid notwithstanding the death or loss of capacity of the appointor, or the revocation of the proxy or the withdrawal of the authority under which the proxy was executed, or the shares in respect of which the proxy is given have been transferred, provided no notice in writing with respect to these matters has been received by the Company prior to the commencement of the AGM.
- (6) A shareholder or his/her/its proxy shall produce proof of identity when attending the AGM. If a legal person shareholder appoints its proxy to attend the meeting, such proxy shall produce its proof of identity and a certified copy of the resolution of the board of directors or other governing body of such legal person shareholder appointing such proxy to attend the meeting.
- (7) In accordance with the Articles, where two or more persons are registered as the joint holders of any shares, only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend the AGM and exercise all the voting rights attached to such shares at the AGM, and this notice shall be deemed to have been duly served to all joint holders of such shares.
- (8) The AGM is expected to last for about half a day. Shareholders of the Company and their respective proxies attending the AGM shall be responsible for their own transportation and accommodation expenses.

* *For identification purpose only*