

# 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)

### Proxy Form for use at the 2009 Annual General Meeting

The number of share to which this proxy form relates <sup>(Note 1)</sup>	H Shares/ Domestic Shares <sup>(Note 2)</sup>
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I/We<sup>(Note 3)</sup> \_\_\_\_\_ of \_\_\_\_\_

being the registered holder of \_\_\_\_\_ Domestic Shares/H Shares<sup>(Note 4)</sup> in Shanghai Forte Land Co., Ltd. (the "Company") HEREBY APPOINT the Chairman of the Meeting, or \_\_\_\_\_<sup>(Note 5)</sup>

of \_\_\_\_\_ as my/our proxy(ies) to attend and act for me/us at the 2009 annual general meeting of the Company (the "AGM") to be held at the conference room of the Company, Fuxing Business Building, 2 Fuxing Road East, Shanghai, 200010, the People's Republic of China (the "PRC") at 10:00 a.m. on Tuesday, 8 June 2010 or at any adjournment thereof and to vote at such meeting or any adjournment thereof in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy(ies) thinks fit.

Resolutions	For <sup>(Note 6)</sup>	Against <sup>(Note 6)</sup>
<b>I. As ordinary resolutions:</b>		
1. To consider and approve the report of the board of directors 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 RMB0.06 per share (pre-tax).		
5. To authorise 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 matters 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.		
<b>II. As a special resolution:</b>		
8. To consider and approve the extension of the effective period for share allotment and issuance, which was approved and granted in the Company's 2008 annual general meeting held 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.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010

Signature(s)<sup>(Note 7)</sup> \_\_\_\_\_

*Notes:*

1. Please insert the number of shares in the Company registered in your name(s) and to which this form of proxy relates. If no such number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
2. Please specify the type of shares.
3. Please insert full name(s) and address(es) (as shown in the register of members) in **BLOCK CAPITALS**.
4. Please insert the number of all the shares in the Company registered in your name(s) and delete if inappropriate.
5. If any proxy other than the Chairman of the AGM is preferred, strike out "the Chairman of the Meeting, or" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the Meeting will act as your proxy. Each shareholder is entitled to appoint one or more proxy(ies) to attend and vote at the AGM. A proxy need not be a shareholder of the Company. Any alteration made to this form of proxy must be signed by the person who signs it.
6. Important: If you wish to vote for any resolution, tick in the box marked "For". If you wish to vote against any resolution, tick in the box marked "Against". Failure to tick either box will entitle your proxy to cast your vote at his discretion.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation or institution, either under its common seal or under the hand of an officer or attorney duly authorised in that regard. Any alteration made to this form of proxy must be signed by the person who signs it.
8. To be valid, this form of proxy and, if such proxy is signed by a person on behalf of the appointor pursuant to a power of attorney or other authority, a notarised copy of that power of attorney or other authority must be delivered, not less than 24 hours before the time scheduled for holding the AGM, to the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, if you are a holder of H Shares, or to the secretariat of the Board at the Company's principal place of business in PRC if you are a holder of Domestic Shares.
9. 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  
People's Republic of China  
Tel: (8621) 6332 0055  
Fax: (8621) 6332 5018
10. A shareholder or his proxy should produce proof of identity when attending the AGM. If a corporate shareholder appoints its legal representative to attend the AGM, such legal representative shall produce proof of identity and a certified copy of the resolution of the board of directors or other governing body of such shareholder appointing such legal representative to attend the AGM.

*\* For identification purposes only*