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FORTE 復地

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)

ANNOUNCEMENT

**POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 8 JUNE 2010**

The Annual General Meeting (the “AGM”) of Shanghai Forte Land Co., Ltd. (the “Company”) was held at 10:00 a.m. on Tuesday, 8 June 2010 at the conference room of the Company at Fuxing Business Building, 2 Fuxing Road East, Shanghai 200010, the People’s Republic of China (the “PRC”).

Shareholders and authorised proxies holding an aggregate of 1,949,158,465 shares, representing 77.06% of the total issued share capital of the Company, were present at the AGM. The holding of the AGM was in compliance with the requirements of the Company Law of the PRC and the articles of association of the Company. The AGM was chaired by Mr. Fan Wei, the Chairman and an executive director of the Company.

At the AGM, a poll was demanded by the chairman of the AGM for voting on all the proposed resolutions as set out in the notice of AGM dated 23 April 2010.

All resolutions were approved at the AGM. The poll results in respect of the resolutions are as follows:

Resolutions		Number of Valid Votes (%)	
		For	Against
I. As ordinary resolutions			
1.	To consider and approve the report of the board of directors of the Company for the year ended 31 December 2009.	1,947,014,465 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
2.	To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2009.	1,947,014,465 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

Resolutions		Number of Valid Votes (%)	
		For	Against
3.	To consider and approve the audited financial statements and the report of the auditors for the year ended 31 December 2009.	1,945,696,465 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
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).	1,947,014,465 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
5.	To authorise the Board to decide matters relating to the payment of interim dividend for the six months ending 30 June 2010.	1,947,014,465 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
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.	1,947,014,465 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
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.	1,862,599,565 (95.6644%)	84,414,900 (4.3356%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

Resolutions		Number of Valid Votes (%)	
		For	Against
II.	As special resolution		
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.	1,851,387,065 (94.98399%)	97,771,400 (5.0161%)
As more than two-thirds of the votes were cast in favour of this resolution, the resolution was duly passed as a special resolution.			

As at the date of the AGM, the issued share capital of the Company comprised of 1,055,538,122 H Shares and 1,473,768,065 Domestic Shares, totalling 2,529,306,187 shares, which was the total number of shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM.

There were no shares entitling the holders to attend and vote only against the resolutions proposed at the AGM and there were no restrictions on any shareholder casting votes on the resolutions proposed at the AGM. No party has stated its intention to vote against the resolutions proposed at the AGM or to abstain from voting.

Computershare Hong Kong Investor Services Limited, the Company's H share registrar, together with Chen & Co. Law Firm, the Company's PRC's legal counsel, acted as the scrutineers for vote-takings at the AGM.

By Order of the Board
SHANGHAI FORTE LAND CO., LTD.*
FAN WEI
Chairman

8 June 2010, Shanghai, the PRC

As at the date of this announcement, 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. Feng Xiekun and Mr. Chen Qiyu; and the independent non-executive Directors are Mr. Charles Nicholas Brooke, Mr. Chen Yingjie, Mr. Zhang Hongming and Ms. Wang Meijuan.

* For identification purpose only