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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 limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 02337)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Shanghai Forte Land Co., Ltd. (the “Company”) will be held at 10:00 a.m. on Tuesday, 7 September 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”) for the purpose of considering and, if thought fit, passing the following resolutions:

As ordinary resolutions:

1. **THAT** the execution of and the performance by the Company of its obligations under the Equity Transfer Agreement dated 28 June 2010 and entered into between Forte Investment and Zhejiang Fosun, each a subsidiary of the Company and Fosun, respectively, in relation to the acquisition of a 30% equity interest in the JV Company and transfer of the Shareholder Loan as well as the Outstanding Financial Commitment by and to Zhejiang Fosun (a copy of the Equity Transfer Agreement has been produced to the meeting marked “A” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereby be and is hereby approved, ratified and confirmed; and **THAT** any one director of the Company be and is hereby authorized to sign or execute the Equity Transfer Agreement and other related documents for and on behalf of the Company and to do all such things and take all such actions as he may consider necessary or desirable for the purpose of giving effect to the Equity Transfer Agreement and completing the transactions contemplated thereunder with such changes as he may consider necessary, desirable or expedient.
2. **THAT** a waiver in respect of the non-compliance of the Non-competition Agreement on the part of Fosun arising from the holding of the 30% equity interest in the JV Company upon the completion of the Equity Transfer Agreement be and is hereby granted by the Independent Shareholders (a copy of the Non-competition Agreement and the Supplemental Agreement has been produced to the meeting marked “B” and initialled by the chairman of the meeting for identification purpose).

** for identification purpose only*

As Special Resolution:

3. **THAT** the proposed Domestic Share Issue and each of the following proposed terms and conditions be and are hereby individually approved (a copy of the Capital Injection Agreement has been produced to the meeting marked “C” and initialled by the Chairman of the meeting for identification purpose):

Issuer:	Forte
Type of Security:	Domestic Shares
Subscription Price (subject to adjustment):	RMB1.85 (equivalent to approximately HK\$2.12), which is equal to the closing price of the H Shares on the trading day immediately prior to the date of the Share Issue Announcement or the average closing price of the H Shares for the five trading days prior to the date of the Share Issue Announcement, whichever is higher.
Number of Domestic Shares:	Fosun High Technology has agreed to subscribe for 389,950,000 new Domestic Shares, representing approximately 13.36% of the enlarged issued share capital of Forte. Immediately after completion of the Domestic Share Issue, Fosun High Technology will hold in aggregate of 1,848,913,765 Domestic Shares, representing approximately 63.34% of the enlarged issued share capital of Forte.
Subscriber:	Fosun High Technology
Lock-up Period:	Domestic Shares to be issued to Fosun High Technology by Forte will be subject to a lock-up of 12-month period from the date of the completion of the registration at the relevant industry and commerce bureau in respect of the Domestic Share Issue.

By order of the Board
Shanghai Forte Land Co., Ltd.
Fan Wei
Chairman

20 July 2010, Shanghai, the PRC

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 of the Company are Mr. Guo Guangchang, Mr. Chen Qiyu and Mr. Feng Xiekun and the independent non-executive directors of the Company 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 Saturday, 7 August 2010 to Tuesday, 7 September 2010 (both days inclusive), during which period no transfer of shares will be registered. Shareholders who intend to attend and vote at the EGM must deliver all the transfer documents together with the relevant share certificates to the Company's H share registrar and transfer office 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 no later than 4:30 p.m. on Friday, 6 August 2010.
- (2) Pursuant to the Hong Kong Listing Rules and in accordance with the articles of association of the Company, all the resolutions to be voted by poll at the EGM.
- (3) Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy does not need to be a shareholder of the Company. Where a shareholder of the Company appoints more than one proxy, such proxies can only exercise their voting rights by a poll.
- (4) To be valid, 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 holders of domestic shares) or the Company's H share registrar and transfer office in Hong Kong (for holders of H shares) at least 24 hours before the time scheduled for holding the EGM or any adjournment thereof.

The address and contact details of the Company's principal place of business in the 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 contact details of the Company's H share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, are as follows:

Room 1806-1807
18th Floor Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
Tel: (852) 2862 8628
Fax:(852) 2529 6087

- (5) Shareholders who intend to attend the EGM 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 the Company's principal place of business in the PRC (for holders of domestic shares) or the Company's H share registrar and transfer office in Hong Kong (for holders of H shares) on or before Wednesday, 18 August 2010 for information purposes.
- (6) 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 EGM.
- (7) A shareholder or his/her/its proxy shall produce proof of identity when attending the EGM. 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.
- (8) In accordance with the articles of association of the Company, 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 EGM and exercise all the voting rights attached to such shares at the EGM, and this notice shall be deemed to have been duly served to all joint holders of such shares.
- (9) The EGM is expected to last for about 30 minutes. Shareholders of the Company and their respective proxies attending the EGM shall be responsible for their own transportation and accommodation expenses.