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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 CLASS MEETING OF HOLDERS OF DOMESTIC SHARES

NOTICE IS HEREBY GIVEN that a class meeting of holders of Domestic Shares (the “**Domestic Shareholders Class Meeting**”) of Shanghai Forte Land Co., Ltd. (the “**Company**”) will be held at 10:30 a.m. on Tuesday, 7 September 2010 at the conference room of the Company, Fuxing Business Building, 2 Fuxing Road East, Shanghai, 200010, the PRC consider and, if thought fit, to pass the following resolutions. Unless otherwise indicated, capitalized terms used herein shall have the same meaning as those defined in the circular of the Company dated 20 July 2010 (“**Circular**”):

AS SPECIAL RESOLUTIONS

1. “**THAT** the proposed Domestic Share Issue and each of the following proposed terms and conditions be and are hereby individually approved:

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

** for identification purpose only*

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 of Directors

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 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:

- (a) Any holders of Domestic Shares of the Company entitled to attend and vote at the Domestic Shareholders Class Meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
- (b) To be valid, the proxy forms for the use of holders of Domestic Shares of the Company 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 to the Company (see Note (e)) not less than 24 hours before the time scheduled for holding the Domestic Shareholders Class Meeting.
- (c) Completion and return of the proxy forms will not preclude a holder of Domestic Shares from attending and voting in person in the Domestic Shareholders Class Meeting.
- (d) Holders of Domestic Shares shall deliver the proxy forms (and a notarised copy of the 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) to the office of the Company at its principal place of business in China. The address and details of the Company's principal place of business in China 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

- (e) A holder of Domestic Shares or his/her/its proxy shall produce proof of identity when attending the Domestic Shareholders Class Meeting. If a corporate shareholder appoints its legal representative to attend the meeting, such legal representative shall produce proof of identity and a copy of the resolution of the board of directors or other governing body of such shareholder appointing such legal representative to attend the meeting.

- (f) In accordance with the Company's articles of association, where there are joint registered holders of any share, only the first named shareholder in the register of members has the right to receive this notice, attend the the Domestic Shareholders Class Meeting and exercise the voting rights in relation to the relevant shares in the Domestic Shareholders Class Meeting.
- (g) The Domestic Shareholders Class Meeting is expected to last for about 30 minutes. Holders of Domestic Shares of the Company and their respective proxies attending the Domestic Shareholders Class Meeting shall be responsible for their own transportation and accommodation expenses.