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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 H SHARES

NOTICE IS HEREBY GIVEN that a class meeting of holders of H Shares (the “**H Shareholders Class Meeting**”) of Shanghai Forte Land Co., Ltd. (the “**Company**”) will be held at 11:00 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 to 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 hereof, 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) The holders of H Shares are reminded that pursuant to the articles of association, 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. The Company's holders of H Shares, who intends to attend the H Shareholders Class Meeting, must deliver their instrument of transfers together with the relevant share certificates to the Company's Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 6 August 2010.
- (b) Any holders of H Shares of the Company entitled to attend and vote at the H 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.
- (c) Pursuant to the Listing Rules and the Articles of Association, at any EGM, a resolution shall be decided on a one share one vote basis.
- (d) To be valid, the proxy forms for the use of holders of H 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's Share Registrar (Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Center, 183 Queen's Road East, Hong Kong) not less than 24 hours before the time scheduled for holding the Domestic Shareholders Class Meeting.
- (e) Completion and return of the proxy forms and notices of attendance will not preclude a holder of H Shares from attending and voting in the H Shareholders Class Meeting.
- (f) A holder of H Shares or his/her/its proxy shall produce proof of identity when attending the H 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.

- (g) 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 H Shareholders Class Meeting and exercise the voting rights in relation to the relevant shares in the H Shareholders Class Meeting.
- (h) The H Shareholders Class Meeting is expected to last for about 30 minutes. Holders of H Shares of the Company and their respective proxies attending the H Shareholders Class Meeting shall be responsible for their own transportation and accommodation expenses.