

# 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)  
(Stock Code: 02337)

### Proxy form for use at the H Shareholders Class Meeting to be held on Tuesday, 7 September 2010

The number of shares to which this proxy form relates (Note 1)	H Shares
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I/We (Note 2) \_\_\_\_\_

of \_\_\_\_\_

being the registered holder of \_\_\_\_\_ H Shares (Note 3) in Shanghai Forte Land Co., Ltd. (the "Company")

HEREBY APPOINT the Chairman of the Meeting, or (Note 4) of \_\_\_\_\_ as my/our proxy(ies) to attend and act for me/us at the Class Meeting of holders of H Shares (the "H Shareholders Class Meeting") of the Company 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 ("PRC") at 11:00 a.m. on Tuesday, 7 September 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.

SPECIAL RESOLUTION		For (Note 5)	Against (Note 5)
1.	To approve the Proposed Domestic Share Issue and each of the proposed terms and conditions as set out in special resolution 1 of the notice of the H Shareholder Class Meeting.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010      Signature(s) (Note 6) \_\_\_\_\_

\* For identification purpose only

*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 insert full name(s) and address(es) (as shown in the register of shareholders) in **BLOCK CAPITALS**.
3. Please insert the number of all the shares in the Company registered in your name(s).
4. If any proxy other than the Chairman is preferred, strike out “the Chairman of the Meeting, or” and insert the name 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 H Shareholders Class Meeting. 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.
5. **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.
6. 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.
7. 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 to the Company’s Share Registrar (see Note (10)) not less than 24 hours before the time scheduled for holding the H Shareholders Class Meeting.
8. Completion and return of the proxy forms will not preclude a shareholder from attending and voting in person if he is subsequently able to be present and has notified the Company not less than 24 hours in writing before the time scheduled for holding the H Shareholders Class Meeting.
9. Shareholders who intend to attend the H Shareholders Class Meeting in person or by proxy should return the reply slip, for information purposes, to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, for holders of the H Shares on or before Wednesday, 18 August 2010.
10. Holders of H shares shall deliver this form of proxy (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 Company’s Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen’s Road East, Hong Kong.
11. A shareholder or his/her/its proxy should produce proof of identity when attending the H Shareholders Class Meeting. If a corporate shareholder appoints its legal representative to attend the H Shareholders Class 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 H Shareholders Class Meeting.
12. 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.