

# 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 Extraordinary General Meeting to be held on Tuesday, 7 September 2010

The number of shares to which this proxy form relates (Note 1)	H Shares / Domestic Shares (Note 2)
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I/We (Note 3) \_\_\_\_\_

of \_\_\_\_\_

being the registered holder of \_\_\_\_\_ Domestic Shares/H Shares (Note 4) in Shanghai Forte Land Co., Ltd. (the "Company")

HEREBY APPOINT the Chairman of the Meeting, or \_\_\_\_\_ (Note 5)

of \_\_\_\_\_

as my/our proxy(ies) to attend and act for me/us at the extraordinary general meeting (the "EGM") 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 10:00 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.

ORDINARY RESOLUTIONS			
1.	<b>THAT</b> 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 approved, ratified and confirmed; and <b>THAT</b> 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.	<b>THAT</b> 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).		
SPECIAL RESOLUTION			
3.	The Proposed Domestic Share Issue and each of the proposed terms and conditions as set out in special resolution 3 of the notice of the EGM.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010

Signature(s) (Note 7) \_\_\_\_\_

\* 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 specify the type of securities.
3. Please insert full name(s) and address(es) (as shown in the register of shareholders) in **BLOCK CAPITALS**.
4. Please insert the number of all the shares in the Company registered in your name(s) and delete if inappropriate.
5. 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 EGM. 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.
6. **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.
7. 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.
8. 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 or the Company’s Share Registrar (see Note (11) and Note (12)) not less than 24 hours before the time scheduled for holding the EGM.
9. 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 EGM.
10. Shareholders who intend to attend the EGM in person or by proxy should return the reply slip, for information purposes, to the Company’s principal place of business in the PRC for holders of the Domestic Shares and 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.
11. 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.
12. Holders of Domestic 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 office of the Company at its principal place of business in PRC. The address and details of the Company’s principal place of business in PRC 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
13. A shareholder or his/her/its proxy should produce proof of identity when attending the EGM. If a corporate shareholder appoints its legal representative to attend the EGM, 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 EGM.
14. 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.