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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)

(Stock Code: 2337)

**VOTING RESULTS OF THE EXTRAORDINARY GENERAL MEETING AND CLASS MEETINGS HELD ON 7 SEPTEMBER 2010**

An extraordinary general meeting (the “EGM”) and the class meetings (collectively the “Class Meetings”) of each of the holders of domestic shares (the “Domestic Shareholders Class Meeting”) and H shares (the “H Shareholders Class Meeting”) of Shanghai Forte Land Co., Ltd. (the “Company”) were held at the conference room of the Company, Fuxing Business Building, 2 Fuxing Road East, Shanghai, 200010, the People’s Republic of China (the “PRC”) on 7 September 2010 (Tuesday) at 10:00 a.m., 10:30 a.m. and 11:00 a.m., respectively. At the EGM and the Class Meetings, the chairman of the meetings demanded to put the resolutions set out in the notices of the EGM and Class Meetings dated 20 July 2010 to vote by way of poll, and Fosun High Technology and its associates obtained from voting on the resolutions proposed at the EGM and the Class Meetings. The voting results of the resolutions are as follows:

<b>EGM</b>			
<b>Ordinary Resolutions</b>	<b>No. of Votes For (% of total valid votes cast)</b>	<b>No. of Votes Against (% of total valid votes cast)</b>	<b>Total valid votes</b>
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 be and is hereby 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.	301,379,403 (94.5328%)	17,430,000 (5.4672%)	318,809,403

<b>EGM</b>			
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).	301,379,403 (94.5328%)	17,430,000 (5.4672%)	318,809,403
As more than 50% of the total number of the votes were cast in favour of the resolutions, the resolutions were duly passed as ordinary resolutions.			

<b>EGM</b>	
<b>Special Resolution</b>	
3. <b>THAT</b> 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
Adjusted Subscription Price	HK\$2.26, 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.
No. of unit votes For (% of total valid votes cast):	212,523,403 (66.5822%)
No. of unit votes Against (% of total valid votes cast):	106,666,000 (33.4178%)
Total valid votes:	319,189,403

<b>Class Meeting of H Shareholders</b>	
<b>Special Resolution</b>	
<b>THAT</b> 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
Adjusted Subscription Price	HK\$2.26, 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.
No. of unit votes For (% of total valid votes cast)	197,719,103 (65.8118%)
No. of unit votes Against (% of total valid votes cast)	102,712,000 (34.1882%)
Total valid votes	300,431,103

<b>Class Meeting of Domestic Shareholders</b>	
<b>Special Resolution</b>	
<b>THAT</b> 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
Adjusted Subscription Price	HK\$2.26, 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.
No. of unit votes For (% of total valid votes cast)	14,804,300 (100%)
No. of unit votes Against (% of total valid votes cast)	Nil (Nil)
Total valid votes	14,804,300
As less than two third of the valid votes were casted in favour of the above resolution, the above resolution was not duly passed as a special resolution.	

The resolutions on Disposal were passed as ordinary resolutions in the EGM. The special resolution on Domestic Share Issue was not approved at the EGM or H Shareholders Class Meeting. Shareholders may refer to the circular dated 20 July 2010 for details of the resolutions.

As at the date of the EGM, the total number of issued shares of the Company is 2,529,306,187 comprising 1,473,768,065 domestic shares, and 1,055,538,122 H shares listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), entitling the holders to attend and vote for or against the resolutions at the EGM. Fosun High Technology and its associates, directly and indirectly, holding an aggregate of 1,784,673,765 shares, representing approximately 70.56% of the total issued share capital of the Company, abstained from voting on the resolutions proposed at the EGM. Otherwise, there were no shares which entitled the shareholders of the Company to attend and vote only against any resolution at the EGM and the Class Meetings.

As at the date of the Domestic Shareholders Class Meeting, the total number of issued domestic shares of the Company is 1,473,768,065. These are the total number of shares entitling the holders to attend and vote for or against the resolution at the Domestic Shareholders Class Meeting. The total number of shares owned by independent Domestic Shareholders is 14,804,300. There is no other restriction imposed on the holders of domestic shares to cast their votes on the aforesaid resolution.

As at the date of the H Shareholders Class Meeting, the total number of issued H shares of the Company is 1,055,538,122 shares listed on the Stock Exchange. These are the total number of H shares entitling the holders to attend and vote for or against the resolution at the H Shareholders Class Meeting. The total number of shares owned by independent H Shareholders is 729,828,122. There is no other restriction imposed on the holders of H Shares to cast their votes on the aforesaid resolution.

According to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, Computershare Hong Kong Investor Services Limited, the H Shares share registrar of the Company (which was only responsible for the vote takings of H Shares for the EGM and H Shareholders Class Meeting), jointly with Chen & Co. Law Firm, the Company’s PRC’s legal counsel, acted as the scrutineers for the vote takings of the EGM and Class Meetings.

By order of the Board  
**SHANGHAI FORTE LAND CO., LTD.**  
**Fan Wei**  
*Chairman*

Shanghai, the PRC, 7 September 2010

*As at the date of this announcement, 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. Cheng 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.*

\* *For identification purposes only*