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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 Share Class Meeting**”) of Shanghai Forte Land Co., Ltd. (the “**Company**”) will be held at 10:00 a.m. on Monday, 11 April 2011 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, capitalised terms used herein shall have the same meaning as those defined in the composite offer and response document of the Company dated 25 February 2011:

AS SPECIAL RESOLUTIONS

“**THAT:**

- (a) the voluntary withdrawal of the listing of the H Shares from the Hong Kong Stock Exchange, be and is hereby approved; and
- (b) any director of the Company be and is hereby authorised to take such other action and execute such documents or deeds as he may consider necessary or desirable for the purpose of implementing the voluntary withdrawal.

By Order of the Board
Shanghai Forte Land Co., Ltd.
Zhang Hua
Chairman

25 February 2011, Shanghai, the PRC

As at the date hereof, the executive directors of the Company are Mr. Zhang Hua, Mr. Fan Wei 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 of the Company, the register of shareholders of the Company will be closed from Saturday, 12 March 2011 to

** For identification purposes only*

Monday, 11 April 2011 (both days inclusive), during which period no transfer of shares will be registered. The holders of H Shares, who intends to attend the H Share Class Meeting, must deliver their instrument of transfers together with the relevant share certificates to the Company's 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 4:30p.m. on Friday, 11 March 2011.

- (b) Any holders of H Shares entitled to attend and vote at the H Share 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 of the Company, at any extraordinary general meeting, 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 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 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 H Share Class Meeting.
- (e) The holders of H Shares intending to attend the H Share Class Meeting should return the accompanying reply slip to the Company's Registrar (Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong) on or before Monday, 21 March 2011.
- (f) 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 Share Class Meeting if such holder has notified the Company not less than 24 hours in writing before the time scheduled for holding the H Share Class Meeting.
- (g) A holder of H Shares or his/her/its proxy shall produce proof of identity when attending the H Share 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.
- (h) In accordance with the articles of association of the Company, 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 Share Class Meeting and exercise the voting rights in relation to the relevant shares in the H Share Class Meeting.
- (i) The H Share Class Meeting is expected to last for about 30 minutes. Holders of H Shares of the Company and their respective proxies attending the H Share Class Meeting shall be responsible for their own transportation and accommodation expenses.