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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 DOMESTIC SHARES

NOTICE IS HEREBY GIVEN that a class meeting of holders of Domestic Shares (the “**Domestic Share Class Meeting**”) of Shanghai Forte Land Co., Ltd. (the “**Company**”) will be held at 10:30 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.

* For identification purpose only

Notes:

- (a) Any holders of Domestic Shares entitled to attend and vote at the Domestic 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.
- (b) To be valid, the proxy forms for the use of holders of Domestic 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 notarized copy of that power of attorney or other authority must be delivered to the Company (see note (e)) not less than 24 hours before the time scheduled for holding the Domestic Share Class Meeting.
- (c) Completion and return of the proxy forms will not preclude a holder of Domestic Shares from attending and voting in the Domestic Share Class Meeting if such holder has notified the Company not less than 24 hours in writing before the time scheduled for holding the Domestic Share Class Meeting.
- (d) The holders of Domestic Shares intending to attend the Domestic Share Class Meeting should return the accompanying reply slip to the Company's principle place of business in PRC on or before Monday, 21 March 2011. 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

- (e) A holder of Domestic Shares or his/her/its proxy shall produce proof of identity when attending the Domestic 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.
- (f) 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 Domestic Share Class Meeting and exercise the voting rights in relation to the relevant shares in the Domestic Share Class Meeting.
- (g) The Domestic Share Class Meeting is expected to last for about 30 minutes. Holders of Domestic Shares and their respective proxies attending the Domestic Share Class Meeting shall be responsible for their own transportation and accommodation expenses.