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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2010 annual general meeting (“AGM”) of Shanghai Forte Land Co., Ltd. (the “Company”) will be held at 10:00 a.m. 15 June 2011 (Wednesday) at the conference room of the Company, Fuxing Business Building, 2 Fuxing Road East, Shanghai, the People’s Republic of China (the “PRC”) for the purposes of considering and, if thought fit, passing the following resolutions:

I. As ordinary resolutions:

1. To consider and approve the report of the board of directors of the Company for the year ended 31 December 2010.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2010.
3. To consider and approve the audited financial statements and the report of the auditors for the year ended 31 December 2010.
4. To consider and approve the profit distribution proposal for the year 2010 and not to declare a final dividend for the year ended 31 December 2010.
5. To authorize the Board to decide matters relating to the payment of interim dividend for the six months ending 30 June 2011.
6. To consider and approve the re-appointment of Ernst & Young as the international auditor and Ernst & Young Hua Ming as the PRC auditor of the Company, and to authorise the Board to determine their remuneration.

* *For identification purpose only*

7. To authorise the Board to decide proposals relating to guarantees for the Company's subsidiaries

Under the following circumstances, the Board can approve that the Company provides to its subsidiaries guarantees with an amount not exceeding RMB 6 billion.

- 1) any external guarantee provided by the Company and its subsidiaries (including guarantees to its subsidiaries) reaches or exceeds 50% of its latest audited net assets;
- 2) any external guarantee (including guarantees for its subsidiaries) provided by the Company reaches or exceeds 30% of its latest audited total assets;
- 3) any guarantee provided by Company to its subsidiaries with asset liability ratio exceeding 70%; and
- 4) any guarantee provided by Company to its subsidiaries with single guarantee amount exceeding 10% of its latest audited net assets;

The above authorization is for a period of one year.

II. As special resolution:

8. For the purpose of increasing the flexibility and efficiency in operation, to grant a general mandate to the Board to issue, allot and deal with additional Domestic Shares not exceeding 20% of the Domestic Shares in issue and additional H Shares not exceeding 20% of the H Shares in issue and authorise the Board to make corresponding amendments to the Company's articles of association (the "Articles") as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares:

"IT IS RESOLVED THAT:

- (1) an unconditional general mandate be granted to the Board to allot, issue and otherwise deal with shares in the share capital of the Company, whether Domestic Shares or H Shares, and to make or grant offers, agreements, and options in respect thereof, subject to the following conditions:

- (a) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options which might require the exercise of such powers after the end of the Relevant Period;
 - (b) the aggregate nominal amount of shares, whether Domestic Shares or H Shares, allotted, issued and otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued and otherwise dealt with by the Board pursuant to such mandate shall not exceed (i) 20% of the aggregate nominal amount of Domestic Shares in issue; and (ii) 20% of the aggregate nominal amount of H shares in issue; in each case as at the date of this resolution; and
 - (c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) and provided all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC authorities are obtained; and
- (2) contingent on the Board resolving the issue of shares pursuant to sub-paragraph (1) of this resolution, the Board be authorised to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of new shares, including but not limited to, the class and number of shares to be issued, the issue price, the period of issue and the number of new shares to be issued to existing shareholders (if any);
 - (b) to determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities; and
 - (c) following the increase of the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increase of the registered capital of the Company with the relevant authorities in the PRC and to make such amendments to the Articles as it thinks fit so as to reflect the increase in the registered capital of the Company.

For the purpose of this resolution:

“**Domestic Shares**” means ordinary shares in the share capital of the Company, with a nominal value of RMB0.20 each or ordinary shares with a nominal value of RMB1.00 each after the consolidation of the shares, which are subscribed for and credited as fully paid up in Renminbi by PRC nationals and/or PRC incorporated entities;

“**H Shares**” means the overseas-listed foreign shares in the ordinary share capital of the Company, with a nominal value of RMB0.20 each or ordinary shares with a nominal value of RMB1.00 each after the consolidation of the shares, which are subscribed for and traded in Hong Kong dollars;

“**Relevant Period**” means the period from the passing of this resolution until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting is required to be held pursuant to the Articles or other applicable laws; or (iii) the date on which the authority granted under this resolution is revoked or varied by a special resolution passed by the shareholders of the Company at a general meeting.”

By order of the Board of Directors
Zhang Hua
Chairman

Shanghai, PRC
11 April 2011

As at the date of this Notice, the executive directors of the Company are Mr. Zhang Hua, Mr. Fan Wei and Mr. Wang Zhe, the non-executive directors of the Company are Mr. Guo Guangchang, Mr. Chen 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.

Notes:

- (1) The register of shareholders of the Company will be closed from 16 May 2011 (Monday) to 15 June 2011 (Wednesday) (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong at or before 4:30 p.m. on 13 May 2011 (Friday).
- (2) Voting by poll will be conducted at the AGM. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy does not need to be a shareholder of the Company. If proxies will be appointed, the number of shares entitled for each of the proxies shall be stated in the authorization document.
- (3) The form of proxy for use by shareholders of the Company and a notarised copy of 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 must be delivered to the Secretariat of the Board at the Company's principal place of business in the PRC (for Domestic Shares) or the Company's H share registrar in Hong Kong (for H shares) at least than 24 hours before the time scheduled for holding the AGM.

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
The People's Republic of China
Tel: (8621) 6332 0055
Fax: (8621) 6332 5018

The address and details of the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, are as follows:

Rooms 1712-1716
17th Floor Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong
Tel: (852) 2862 8628
Fax: (852) 2529 6087

- (4) Shareholders who intend to attend the AGM in person or by proxy are required to return the reply slip by hand, by post or by fax to the secretariat of the board of directors at the Company's principal place of business in the PRC (for holders of the Domestic Shares) and to the Company's H share registrar in Hong Kong (for holders of the H shares) on or before 25 May 2011 (Wednesday) (i.e. 20 days prior to the date of convening the AGM) for information purpose.

- (5) A vote given in accordance with the terms of the proxy form shall be valid notwithstanding the death or loss of capacity of the appointor, or the revocation of the proxy or the withdrawal of the authority under which the proxy was executed, or the shares in respect of which the proxy is given have been transferred, provided no notice in writing with respect to these matters has been received by the Company prior to the commencement of the AGM.
- (6) A shareholder or his/her/its proxy shall produce proof of identity when attending the AGM. If a legal person shareholder appoints its proxy to attend the meeting, such proxy shall produce its proof of identity and a certified copy of the resolution of the board of directors or other governing body of such legal person shareholder appointing such proxy to attend the meeting.
- (7) In accordance with the Articles, where two or more persons are registered as the joint holders of any shares, only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend the AGM and exercise all the voting rights attached to such shares at the AGM, and this notice shall be deemed to have been duly served to all joint holders of such shares.
- (8) The AGM is expected to last for about half a day. Shareholders of the Company and their respective proxies attending the AGM shall be responsible for their own transportation and accommodation expenses.