

Notice of Annual General Meeting

股東週年大會通告

NOTICE IS HEREBY GIVEN that the 2004 Annual General Meeting (“AGM”) of Shanghai Forte Land Co., Ltd. (the “Company”) will be held at 10:00 a.m. on 15 June 2005 at the conference room of the Company, Fuxing Commercial Building, 2 Fuxing East Road, Shanghai, the People’s Republic of China to consider the following:

I. As ordinary resolutions:

1. To consider and approve the report of the board of directors (the “Board”) of the Company for the year ended 31 December 2004.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2004.
3. To consider and approve the audited financial statements and the report of the auditors for the year ended 31 December 2004.
4. To consider and approve the declaration and payment of a final dividend for the year ended 31 December 2004 of RMB0.06 per share.
5. To consider and approve the re-appointment of Ernst & Young (Hong Kong Certified Public Accountants) and Ernst & Young Hua Ming (China Certified Public Accountants) as the international auditors and the PRC auditors of the Company respectively and to authorise the Board to fix their remuneration.
6. To authorise the Board to decide matters relating to the payment of interim dividend for the six months ending 30 June 2005.
7. To consider and approve the change of the session of the Board and the re-appointments of the following existing directors, and authorise the Board to fix their remuneration:-
(Note1)

(a) re-appointment of Mr. Guo Guangchang as the Company’s executive director;

茲通告復地(集團)股份有限公司(「本公司」)二零零四年度股東週年大會(「本大會」)，謹訂於二零零五年六月十五日上午十時正，在中華人民共和國上海市復興東路2號復星商業大廈的公司會議室舉行，以審議以下事項：

I. 作為普通決議案

1. 審議及批准本公司二零零四年度董事會(「董事會」)報告。
2. 審議及批准本公司二零零四年度監事會報告。
3. 審議及批准二零零四年度的經審核財務報表及核數師報告。
4. 審議及批准宣派截至二零零四年十二月三十一日止年度的末期股息每股人民幣0.06元。
5. 審議及批准繼續聘任安永會計師事務所為本公司的國際核數師及安永華明會計師事務所為本公司的中國境內審計師，並授權本公司董事會釐定其酬金。
6. 授權董事會決定派發截至二零零五年六月三十日止六個月中期股息的有關事項。
7. 審議及批准成立新一屆董事會，以及重新委任下列現任董事，並授權董事會釐定其酬金：(附註1)

(a) 重新委任郭廣昌先生為本公司執行董事；

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| (b) re-appointment of Mr. Fan Wei as the Company's executive director; | (b) 重新委任范偉先生為本公司執行董事； |
| (c) re-appointment of Mr. Ding Guoqi as the Company's executive director; | (c) 重新委任丁國其先生為本公司執行董事； |
| (d) re-appointment of Mr. Feng Xiekun as the Company's non-executive director; | (d) 重新委任馮燮堃先生為本公司非執行董事； |
| (e) re-appointment of Mr. Charles Nicholas Brooke as the Company's independent non-executive director (Note 2); | (e) 重新委任蒲祿祺先生為本公司獨立非執行董事(附註2)； |
| (f) re-appointment of Mr. Zhang Hongming as the Company's independent non-executive director (Note 2); | (f) 重新委任張泓銘先生為本公司獨立非執行董事(附註2)； |
| (g) re-appointment of Mr. Chen Yingjie as the Company's independent non-executive director (Note 2); and | (g) 重新委任陳穎杰先生為本公司獨立非執行董事(附註2)；及 |
| (h) re-appointment of Ms. Wang Meijuan as the Company's independent non-executive director (Note 2). | (h) 重新委任王美娟女士為本公司獨立非執行董事(附註2)； |
| 8. To consider and approve the change of the session of the Supervisor Committee and the re-appointments of the following existing Supervisors (Note 3):- | 8. 審議及批准成立新一屆監事會，以及重新委任下列現任監事(附註3)： |
| (a) re-appointment of Mr. Zhang Guozheng as the Company's supervisor; | (a) 重新委任章國政先生為本公司監事； |
| (b) re-appointment of Mr. Sun Wenqiu as the Company's supervisor; and | (b) 重新委任孫文秋先生為本公司監事；及 |
| (c) re-appointment of Mr. Liu Zhangxi as the Company's supervisor. | (c) 重新委任劉章喜先生為本公司監事。 |

II. As special resolutions:

9. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“THAT:

- (1) there be granted to the Board, an unconditional general mandate to allot, issue and deal with additional shares in the 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 dealt with or agreed conditionally or unconditionally to be allotted, issued and 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 the date of this resolution; and

II. 作為特別決議案：

9. 作為特別事項，審議及酌情通過（不論有否修訂）下列決議案為特別決議案：

「動議：

- (1) 在下列條件的規限下，授予董事會一項無條件一般性授權，以配發、發行及買賣本公司股本中的額外股份（不論是內資股或H股），並訂立或授予有關股份的發售建議、協議及購股權：
- (a) 除董事會可能於有關期間內訂立或授予發售建議、協議或購股權，而該發售建議、協議或購股權可能需要在有關期間結束後行使該項授權外，該授權的效力不得超逾有關期間；
- (b) 由董事會根據該等授權批准配發、發行及買賣或有條件或無條件同意配發、發行及買賣的內資股和H股股份面值總額不得分別超過(i)於通過本決議案日期本公司已發行內資股總面值的20%；及(ii)於通過本決議案日期本公司已發行H股總面值的20%，兩個情況均以本決議案日期為準；及

- (c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the People's Republic of China ("PRC") and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (as amended from time to time) (the "Listing Rules") and only if 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 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 without limitation, the class and number of shares to be issue, 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) to increase 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 of Association of the Company (the "Articles of Association") as it thinks fit so as to reflect the increase in the registered capital of the Company.
- (c) 董事會只會在符合中華人民共和國（「中國」）公司法及香港聯合交易所有限公司（「聯交所」）證券上市規則（以不時經修訂者為準）（「上市規則」），並且在獲得中國證券監督管理委員會及／或其他有關的中國機關批准的情況下，方會行使上述的權力；及
- (2) 在董事會決定根據本決議案第(1)分段決議發行股份的規限下，授權本公司董事會：
- (a) 批准、簽訂及作出，或促使簽訂及作出所有其認為是與發行該等新股有關的所有文件、契約和事宜，包括（但不限於）將予發行的股份類別及數目、發行價、發行期及將發行予現有股東（倘有）的新股數目；
- (b) 釐定所得款項用途及向中國、香港及其他機關作出所有必需的存檔及註冊；及
- (c) 根據本決議案第(1)分段發行股份增加本公司的註冊資本，以及就本公司新增的資本向中國有關當局註冊，並對本公司的公司章程（「章程」）作出其認為合適的修改，以反映新增註冊資本。

For the purpose of this resolution:

“**Domestic Shares**” means ordinary shares in the capital of the Company, with a nominal value of RMB0.20 each, 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, 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 following the passing of this resolution;
- (ii) the expiration of the 12-month period following the passing of this resolution; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company passed at a general meeting.”

就本決議案而言：

「**內資股**」指本公司股本中每股面值人民幣**0.20**元的普通股，可供中國人民及/或中國註冊成立的實體以人民幣認購及入賬列為繳足；

「**H股**」指本公司普通股股本中每股面值人民幣**0.20**元的境外上市外資股，以港元持有及買賣；

「**有關期間**」指由本決議案獲得通過的日起，至下列三者最早發生者的日期止的期間：

- (i) 在本決議案通過後，本公司下屆股東週年大會結束時；
- (ii) 在本決議案通過後十二個月屆滿的日；或
- (iii) 於股東大會上本公司股東通過特別決議案撤銷或更改本決議案所授予的授權的日。」

10. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** conditional upon the approval granted by the Ministry of Commerce for the acquisition of a total of 614,378,450 domestic shares by Shanghai Fosun High Technology (Group) Company Limited, the following amendments to the Articles of Association be and are hereby approved:

- (1) The following paragraphs shall be inserted at the end of the existing Article 21 of the Articles of Association:

“With the approval by the China Securities Regulatory Commission and the shareholders of the Company, 146,602,687 new H Shares with a nominal value of RMB0.20 were issued by the Company on 3 March 2005. The new shares represent approximately 20% and 6.64% respectively of the existing H Shares in issue and the share capital of the Company prior to the issue of the new H Shares and approximately 16.67% and 6.23% respectively of the H Shares in issue and the share capital of the Company as enlarged by the issue of the new H Shares.

With the approval by the Shanghai Foreign Investment Commission and the approval by the Ministry of Commerce, Shanghai Fosun High Technology (Group) Company Limited acquired a total of 614,378,450 domestic shares with a nominal value of RMB0.20 each, in which 88,825,800 domestic shares were acquired from Shanghai Guangxin Technology Development Company Limited, 318,292,450 domestic shares were acquired from Fosun High New Technology Development Company Limited and 207,260,200 domestic shares were acquired from Shanghai Fosun Information Development Company Limited.

10. 作為特別事項，審議及酌情通過（不論有否修訂）下列決議案為特別決議案：

「**動議**待商務部批准上海復星高科技（集團）有限公司收購合共**614,378,450**股內資股後，批准對公司章程作出以下修訂：

- (1) 在章程第二十一條最後加入下段：

經中國證券監察委員會及本公司股東批准後，本公司於二零零五年三月三日已發行**146,602,687**股新H股，每股面值人民幣**0.20**元。該等新股佔未發行新H股前本公司已發行H股及股本分別約**20%**及**6.64%**，並佔經發行新H股擴大本公司已發行H股及股本後各自分別約**16.67%**及**6.23%**。

經上海市外國投資工作委員會及商務部的批准，上海復星高科技（集團）有限公司取得合共**614,378,450**股內資股，每股面值人民幣**0.20**元，當中**88,825,800**股內資股取自上海廣信科技發展有限公司，**318,292,450**股內資股取自復星高技術發展有限公司，以及**207,260,200**股內資股取自上海復星信息產業發展有限公司。

Upon completion of the above issue of new H Shares and the share transfers, the shareholding structure shall be as follows:

於上述新H股發行及股份轉讓完成後，股權架構如下：

Name of shareholders 股東名稱	Number of Shares held 持有的股份數目	Percentage of shareholding (%) 股權百分比(%)
Holders of Domestic Shares: 內資股持有人		
Shanghai Fosun High Technology (Group) Company Limited 上海復星高科技(集團)有限公司	1,191,746,150	50.64
Shanghai Fosun Pharmaceutical Development Company Limited 上海復星醫藥產業發展有限公司	267,217,615	11.36
Dahua (Group) Company Limited 大華(集團)有限公司	7,402,150	0.31
Dazhong Transportation (Group) Company Limited 大眾交通(集團)股份有限公司	7,402,150	0.31
Holders of H Shares H股股東	879,616,122	37.38
Total 總計	2,353,384,187	100.00

(2) The following paragraph shall be inserted at the end of the existing Article 24 of the Articles of Association:

(2) 在章程第二十四條最後加入下段：

“As the issue of new H Shares as described in Article 21 above was completed on 3 March 2005, the registered capital of the Company has been increased to RMB470,676,837.40.”

「於章程第二十一條所述的新H股已於二零零五年三月三日發行完成，本公司的已註冊資本已增加至人民幣470,676,837.40元。」

11. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** the Board is hereby authorised to modify the amendments to the Articles of Association as appropriate and to do all such things as necessary in respect of such amendments pursuant to the requirements (if any) of the relevant PRC authorities or under the rules of any stock exchange on which any securities of the Company are listed.”

By order of the Board of Directors

Lo Yee Har Susan

Company Secretary

28 April 2005, Hong Kong

Notes:

- (1) The biographical details of the candidate of directors are set out on page 48 to page 51 of this Annual Report. The term of the appointment of each of the directors will be three years commencing on the date of the AGM.
- (2) Each of Mr. Charles Nicholas Brooke, Mr. Zhang Hongming, Mr. Chen Yingjie and Ms. Wang Meijuan has confirmed to the board of directors regarding their respective independence in accordance with Rule 3.13 of Listing Rules. Each of them is not connected with any directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the Listing Rules). Each of them does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.
- (3) The biographical details of the candidate of supervisors are set out on page 51 to page 53 of this Annual Report. The term of the appointment of each of the supervisors will be three years commencing on the date of the AGM.

11. 作為特別事項，審議及酌情通過（不論有否修訂）下列決議案為特別決議案：

「動議授權董事會依據任何中國有關審批部門的要求及任何公司證券上市的證券交易所的規則就該等章程修改作適當的修改及處理其他一切事宜。」

承董事會命

公司秘書

盧綺霞

香港，二零零五年四月二十八日

附註：

- (1) 董事候選人的履歷載於本公司二零零四年年報第48頁至第51頁。各董事的委任期由本大會舉行當日起計為期三年。
- (2) 蒲祿祺先生、張泓銘先生、陳穎杰先生及王美娟女士各自已根據上市規則的規則3.13條向董事會確認彼等的獨立性。彼等各人與任何其他董事、高級管理人員、主要股東或控股股東概無關係（定義見上市規則）。彼等各人根據證券及期貨條例第XV部的定義並無於本公司股份中持有任何權益。
- (3) 監事候選人的履歷載於本公司二零零四年年報第51頁至第53頁。各監事的委任期由本大會舉行當日起計為期三年。

- (4) The Company's shareholders are reminded that pursuant to the articles of association of the Company, the register of shareholders of the Company will be closed from 14 May 2005 to 15 June 2005 (both days inclusive), during which period no transfer of shares will be registered. Shareholders who intend to attend the AGM must deliver their instrument of transfer together with the relevant share certificate to 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 not later than 4:00 p.m. on 13 May 2005.
- (5) 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 need not be a shareholder of the Company. Where a shareholder of the Company appoints more than one proxy, his proxies may only vote in a poll.
- (6) To be valid, the form of proxy for the use of shareholders of the Company 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 H Share Registrar in Hong Kong (see Note (9) and Note (10)) not less than 24 hours before the time scheduled for holding the AGM.
- (7) Shareholders who intend to attend the AGM are required to return the notice of attendance to the Company on or before 25 May 2005 (20 days before the day of meeting).
- (8) Completion and return of the form of proxy and notice of attendance will not preclude a shareholder from attending and voting in person if he/she/it has subsequently notified the Company in writing before the time scheduled for holding the AGM.
- (9) Holders of H Shares shall deliver the form of proxy (and a notarised copy of the power of attorney or other authority if such form of proxy is signed by a person on behalf of the appointor pursuant to a power of attorney or other authority) and the notice of attendance to 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.
- (4) 根據本公司的公司章程，本公司股東謹請留意，本公司的股東名冊將由二零零五年五月十四日至六月十五日(包括首尾兩天)期間暫停辦理股份過戶登記手續。如欲符合出席本大會及於會上投票之資格，未登記為本公司股份持有人之人士務請將所有過戶文件連同有關股票及過戶表格，於二零零五年五月十三日下午四時前送交本公司之香港H股過戶登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖，辦理股份過戶登記手續。
- (5) 凡有權出席本大會及於會上投票的本公司股東有權委任一名或多名委任代表，代其出席及投票。受委代表毋須為本公司股東。凡本公司股東委任超過一名代表，其受委代表僅可以投票方式表決。
- (6) 本公司股東使用代表委任表格(及如根據授權書或其他授權文件而獲授權代表委任者的人士簽署代表委任表格，則連同該授權書或其他授權文件)，必須於本大會舉行時間前二十四小時送達本公司或公司之香港H股過戶登記處(見附註(9)及(10))，方為有效。
- (7) 擬出席本大會的股東須於二零零五年五月二十五日或之前(會議舉行前二十日)交出出席通知予本公司。
- (8) 股東填妥及交回代表委任表格及出席通知書後，其屆時仍可親自出席及投票，但必須於本大會召開前以書面通知本公司其將親自出席大會。
- (9) H股持有人須將代表委任表格(及如根據授權書或其他授權文件而獲授權代表委任者的人士簽署代表委任表格，則連同該授權書或其他授權文件)及出席通知交回本公司之香港H股過戶登記處香港中央證券登記有限公司(地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖)。

(10) Holders of Domestic Shares shall deliver the form of proxy (and a notarised copy of the power of attorney or other authority if such form of proxy is signed by a person on behalf of the appointor pursuant to a power of attorney or other authority) and the notice of attendance to the office of the Company at its principal place of business in China. The address and details of the Company's principal place of business in China are as follows:

5th-7th Floor
Fuxing Business Building
No.2 Fuxing Road East
Shanghai 200010
People's Republic of China
Tel: (8621)6332 0055
Fax: (8621)6332 5018

(11) A shareholder or his/her/its proxy shall produce proof of identity when attending the AGM. 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.

(12) In accordance with the Company's articles of association, 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 AGM and exercise the voting right in relation to the relevant shares.

(13) 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.

(14) As at the date of this Notice, the executive Directors of the Company are Mr. Guo Guangchang, Mr. Fan Wei and Mr. Ding Guoqi, the non-executive Director is 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 purposes only

(10) 內資股持有人，須將代表委任表格（及如根據授權書或其他授權文件而獲授權代表委任者的人士簽署代表委任表格，則連同該授權書或其他授權文件）及出席通知交回本公司於中國的主要營業地點。本公司於中國的主要營業地點及詳情如下：

中華人民共和國
上海
復興東路2號
復星商務大廈5樓至7樓
郵編200010
電話：(8621) 6332 0055
傳真：(8621) 6332 5018

(11) 當股東或其代理人出席本大會時，應出示身份證明。如法人股東委派代理人出席會議，該代理人應當出示本人身份證明和委派該代理人的法人的董事會或其他權力機構委任該代理人的決議。

(12) 根據本公司之章程，就任何股份之聯名股東，只有在股東名冊上排名首位之聯名股東有權收取本通告、出席本大會及於行使投票權。

(13) 預計本大會約需時半天。參加本大會的本公司股東及其各自的受委代表，須自行負責其交通及食宿費用。

(14) 於本通告日期，本公司的執行董事為郭廣昌先生、范偉先生和丁國其先生、非執行董事馮燮堃先生和獨立非執行董事蒲祿祺先生、陳穎杰先生、張泓銘先生及王美娟女士。

* 僅供識別