

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the 2005 Annual General Meeting (“AGM”) of Shanghai Forte Land Co., Ltd. (the “Company”) will be held at 10:00 a.m. on 15 June 2006 at the conference room of the Company, Fuxing Commercial Building, 2 Fuxing East Road, Shanghai, the People’s Republic of China 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 (the “Board”) of the Company for the year ended 31 December 2005.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2005.
3. To consider and approve the audited financial statements and the report of the auditors for the year ended 31 December 2005.
4. To consider and approve the profit distribution proposal for the year 2005 and to declare a final dividend for the year ended 31 December 2005 of RMB0.04 per share.
5. To consider and approve the re-appointment of Ernst & Young and Ernst & Young Hua Ming 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 2006.

II. As special resolutions:

7. For the purpose of increasing the flexibility and efficiency in operation, to give 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 Articles of Association of the Company as it thinks fit so as to reflect the new capital structure upon the allotment or issuance of shares:

**“THAT:**

- (1) there be granted to the Board, an unconditional general mandate 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 dealt otherwise 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
- (c) the Board shall only exercise its power under such mandate in accordance with the Company Law of the People's Republic of China and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time) 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 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 without limitation, 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 au-

thorities 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.

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, 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 period within which the next annual general meeting after that date is required by the Articles of Association or law to be held; 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.”

By order of the Board of Directors

**Guo Guangchang**

*Chairman*

Shanghai, PRC

27 April 2006

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.

## Notes:

- (1) 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 27 April 2006 to 15 June 2006 (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 26 April 2006.
- (2) According to the Articles of Association of the Company, the resolutions will be determined on a show of hands unless a poll is demanded before or after any vote on a show of hands. A poll may be demanded by (i) the chairman of the general meeting; or (ii) at least two shareholders entitled to vote, present in person or by proxy; or (iii) one or more shareholders present in person or by proxy representing more than 10% of all shares carrying the voting rights at the general meeting.
- (3) 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.
- (4) 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's principal place of business in the PRC (for domestic shares) or the Company's H Share Registrar in Hong Kong (for H shares) not less than 24 hours before the time scheduled for holding the AGM.
- The address and details of the Company's principal place of business in the PRC 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
- The address and details of the Company's H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, are as follows:
- 46th Floor  
Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong  
Tel: (852) 2862 8555  
Fax: (852) 2529 6087
- (5) Shareholders who intend to attend the AGM in person or by proxy should return the reply slip by hand, post or fax, to 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 2006.

- (6) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the death or loss of capacity of the appointer, or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of shares in respect of which the proxy is given, provided that no notice in writing of these matters shall have been received by the Company prior to the commencement of the AGM.
- (7) 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.
- (8) In accordance with the Company's Articles of Association, where two or more persons are registered as the joint holders of any share, only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such share at the AGM, and this notice shall be deemed to have been sent to all joint holders of such share.
- (9) 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.