

FOSUN 复星
FOSUN INTERNATIONAL LIMITED

*(Incorporated in Hong Kong with limited liability
under the Companies Ordinance)*

(Stock Code: 00656)

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)

26 April 2011

To the Independent H Shareholder(s)

Dear Sirs,

Voluntary conditional offer by Standard Chartered Bank (Hong Kong) Limited on behalf of Fosun International Limited for all the issued H Shares in Shanghai Forte Land Co., Ltd. (other than those already held by Fosun International Limited and parties acting in concert with it)

Voluntary conditional offer by Fosun International Limited for all the issued Domestic Shares in Shanghai Forte Land Co., Ltd. (other than those already held by Fosun International Limited and parties acting in concert with it)

Proposed withdrawal of listing of Shanghai Forte Land Co., Ltd.

Introduction

References are made to (i) the announcement jointly issued by the Fosun International Limited (the “**Offeror**”) and Shanghai Forte Land Co., Ltd. (“**Forte**”) dated 20 January 2011; (ii) the Composite Document jointly issued by the Offeror and Forte dated 25 February 2011; (iii) the announcement jointly issued by the Offeror and Forte in relation to the despatch of the Composite Document dated 25 February 2011; (iv) the announcement jointly issued by the Offeror and Forte in relation to the results of the H Share Class Meeting dated 11 April 2011 and (v) the announcement jointly issued by the Offeror and Forte in relation to the H Share Offer being declared unconditional dated 21 April 2011 (the “**First Closing Announcement**”).

Unless the context requires otherwise, terms defined in the Composite Document have the same meanings when used in this letter.

The H Share Offer Being Declared Unconditional In All Respects

We enclose a published version of the First Closing Announcement for your reference. As stated in the First Closing Announcement, all the H Share Conditions have been satisfied and the H Share Offer has been declared unconditional in all respects.

Subsequent Offer Period

In accordance with Rule 15.3 of the Takeovers Code, where the H Share Offer becomes or is declared unconditional, it should remain open for acceptance for not less than 14 days thereafter. The Offeror will extend the 14-day period under Rule 15.3 of the Takeovers Code to 28 calendar days. **As such, please be reminded that H Share Offer will remain open for acceptance until 4:00 p.m. on Thursday, 19 May 2011 (unless it is extended in accordance with the terms and conditions of the H Share Offer and the Takeovers Code).**

Expected Timetable

We set out below the expected timetable for the H Share Offer. Please be reminded that the timetable below is indicative and any changes to the timetable will be jointly announced by the Offeror and Forte. All time references contained in the expected timetable refer to Hong Kong time.

Latest date for posting of remittances
for the amounts due under the H Share
Offer in respect of valid acceptances
received at or before the latest time for
acceptances of the H Share Offer on the
First Closing Date (Note 1)

Friday, 29 April 2011

Last day of trading the H Shares on
the Hong Kong Stock ExchangeFriday, 6 May 2011

Withdrawal of the listing of the H Shares
from the Hong Kong Stock Exchange (Note 2)9:00 a.m. on Friday, 13 May 2011

Latest time and date for the H Share Offer remaining
open for acceptance and closing of the
H Share Offer4:00 p.m. on Thursday, 19 May 2011

Latest time and date for posting of remittances for the
amounts due under the H Share Offer in respect of
valid acceptances received at or before the latest time
for acceptances of the H Share Offer on 19 May 2011
(being the latest date which the H Share Offer remains
open for acceptance) (Note 1)Friday, 27 May 2011

Notes:

- (1) Pursuant to Rule 20.1 of the Takeovers Code, settlement in cash in respect of acceptances of the H Share Offer will be made within 10 days of the later of the Unconditional Date and the date on which the H Shares are tendered for acceptance of the H Share Offer. Relevant documents of title must be received by the Registrar to render each acceptance of the H Share Offer complete and valid.
- (2) It is currently expected that the withdrawal of listing of the H Shares from the Hong Kong Stock Exchange would happen at 9:00 a.m. on 13 May 2011, subject to the satisfaction of any conditions for delisting such securities from the Hong Kong Stock Exchange, and receipt of any regulatory approvals required for such delisting.

No Right of Compulsory Acquisition

The Offeror has no rights under the laws of the PRC and the Articles of Association of Forte to compulsorily acquire the H Shares that are not tendered for acceptance pursuant to the H Share Offer. Accordingly, the Independent H Shareholders are reminded that if they do not accept the H Share Offer and the H Shares are delisted from the Hong Kong Stock Exchange, this will result in the Independent H Shareholders holding securities that are not listed on the Hong Kong Stock Exchange. In addition, Forte may not continue to be subject to the Takeovers Code after the completion of the Offers.

Important Notice to Nominees

If you act as a nominee for other persons who are the beneficial shareholders of the H Shares, please inform the relevant beneficial owners of the terms of the H Share Offer and the implications of not accepting the H Share Offer as set out above.

Should you have already accepted the H Share Offer, please ignore this letter.

For and on behalf of
Fosun International Limited
Guo Guangchang
Chairman

For and on behalf of
Shanghai Forte Land Co., Ltd.
Zhang Hua
Chairman

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this letter, other than those relating to Forte, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this letter, other than those expressed by Forte, have been arrived at after due and careful consideration and there are no facts not contained in this letter, the omission of which would make any statement in this letter misleading.

The directors of Forte jointly and severally accept full responsibility for the accuracy of the information contained in this letter relating to Forte, and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this letter, other than those expressed by the Offeror, have been arrived at after due and careful consideration and there are no facts not contained in this letter, the omission of which would make any statement in this letter misleading.

* For identification purpose only