

EXHIBIT C-1

[FORM OF CERTIFICATE TO BE DELIVERED
IN CONNECTION WITH TRANSFERS TO QIBs]

[Date]

_____ as Registrar

NEO-CHINA GROUP (HOLDINGS) LIMITED,
as Company

Glorious Star Development Ltd	Neo-China Properties (China) Ltd	Neo-China Development Ltd.
Richspeed Investment Ltd.	Wah Po Holdings Ltd	Neo-China Property Ltd
Neo-China Investment Ltd	Neo-China Technology Limited	Neo-China Management Ltd (BVI) Trading Ltd
Chinasmart Pacific Ltd	Neo China (Group) Energy Investment Limited	Richstar Pacific Ltd.
Advanteam Ltd	Global Plan Investment Ltd	First Best Investment Ltd
Honest State Ltd	Oasis City Ltd	Sunkit Development Ltd
Lucky Merit Development Ltd	Top Fair Ltd	New Direction Development Ltd
DIVO Success Ltd	Lead Mix Ltd	Leadway Pacific Ltd.
Wellink Services Ltd.	Vastcosmos International Ltd	Phoenix Real Properties Ltd
Eastern Winway Ltd.	Maxsun Ltd	Joful Fortune Ltd
Capital Team Investments Ltd	Reliapoint Ltd	Neo-China Land (China) Ltd
Neo-China Environmental Investment Ltd		

as Subsidiary Guarantors

Re: Neo-China Group (Holdings) Limited (the “Company”)
9.75% Senior Notes Due 2014 (the “Notes”)

Dear Sirs:

Reference is hereby made to the Indenture, dated as of July 23, 2007 (the “**Indenture**”), among the Company, the Subsidiary Guarantors, and Citibank, N.A., London Branch, as Trustee. Capitalized terms used but not defined herein shall have the meanings given to them in the Indenture.

This letter relates to US\$ _____ principal amount of Notes which are evidenced by one or more Regulation S Global Notes (CUSIP No.: G6419EAB0, Common Code: 031215757) and held with the Depository through [Euroclear] [Clearstream] in the name of [insert name of transferor] (the “**Transferor**”). The Transferor has requested that a transfer of such beneficial interest in the Notes to a Person who will take delivery thereof (the “**Transferee**”) in the form of an equal principal amount of Notes evidenced by one or more Restricted Global Notes (CUSIP No.: 64045PAA5, Common Code: 031215668).

[CHECK ONE]

Q In connection with such request and in respect of such Notes, the Transferee does hereby certify that (i) it is a “**qualified institutional buyer**” (“**QIB**”) as defined in and pursuant to Rule 144A (“**Rule 144A**”) under the Securities Act, purchasing the Notes for its own account (or for the account of one or more QIBs over which account it exercises sole investment discretion) and (ii) the transfer was made in a transaction meeting the requirements of Rule 144A.

Q The Transferor did not purchase such Notes as part of the initial distribution thereof and the transfer is being effected pursuant to and in accordance with an applicable exemption from the registration requirements of the Securities Act and the Transferor has delivered to the Trustee such additional evidence that the Company, the Subsidiary Guarantors or the Trustee may require as to compliance with such available exemption.

You, the Company and the Subsidiary Guarantors are entitled to rely upon this letter and are irrevocably authorized to produce this letter or a copy hereof to any interested party in any administrative or legal proceeding or official inquiry with respect to the matters covered hereby.

Very truly yours,
[Name of Transferee or Transferor]

By: _____
Authorized Signature

EXHIBIT C-3

[FORM OF CERTIFICATE TO BE DELIVERED
IN CONNECTION WITH TRANSFERS
PURSUANT TO REGULATION S
UPON AND FOLLOWING EXPIRATION OF THE RESTRICTED PERIOD]

[Date]

as Registrar

NEO-CHINA GROUP (HOLDINGS) LIMITED,
as Company

Glorious-Star-Development Ltd	Neo-China Properties (China) Ltd	Neo-China Development Ltd.
Richspeed Investment Ltd.	Wah Po Holdings Ltd	Neo-China Property Ltd
Neo-China Investment Ltd	Neo-China Technology Limited	Neo-China Management Ltd (BVI) Trading Ltd
Chinasmart Pacific Ltd	Neo China (Group) Energy Investment Limited	Richstar Pacific Ltd.
Advanteam Ltd	Global Plan Investment Ltd	First Best Investment Ltd
Honest State Ltd	Oasis City Ltd	Sunkit Development Ltd
Lucky Merit Development Ltd	Top Fair Ltd	New Direction Development Ltd
DIVO Success Ltd	Lead Mix Ltd	Leadway Pacific Ltd.
Wellink Services Ltd.	Vastcosmos International Ltd	Phoenix Real Properties Ltd
Eastern Winway Ltd.	Maxsun Ltd	Joful Fortune Ltd
Capital Team Investments Ltd	Reliapioint Ltd	Neo-China Land (China) Ltd
Neo-China Environmental Investment Ltd		

as Subsidiary Guarantors

Re: Neo-China Group (Holdings) Limited

9.75% Senior Notes Due 2014 (the “Notes”)

Dear Sirs:

Reference is hereby made to the Indenture, dated as of July 23, 2007 (the “**Indenture**”), among Neo-China Group (Holdings) Limited, a company incorporated with limited liability under the laws of the Cayman Islands (the “**Company**”), the Subsidiary Guarantors listed in Schedule I thereto (the “**Subsidiary Guarantors**”), and Citibank, N.A., London Branch, as Trustee. Capitalized terms used but not defined herein shall have the meanings given to them in the Indenture.

This letter relates to US\$[•] principal amount of Notes which are evidenced by one or more Restricted Global Notes (CUSIP No.: 64045PAA5, Common Code: 031215668) and held with the Depository in the name of [insert name of transferor] (the “**Transferor**”). The Transferor has requested a transfer of such beneficial interest in the Notes to a Person who will take delivery thereof (the “**Transferee**”) in the form of an equal principal amount of Notes evidenced by one or more Regulation S Global Notes (CUSIP No. G6419EAB0, Common Code: 031215757).

In connection with such request and in respect of such Securities, we hereby certify that such sale has been effected pursuant to and in accordance with either (i) Rule 903 or Rule 904 of Regulation S or Rule 144 under the Securities Act, and accordingly we hereby further certify that:

- (1) if the transfer has been effected pursuant to Rule 903 or Rule 904:
 - (A) the offer of the Notes was not made to a person in the United States;
 - (B) either:
 - (i) at the time the buy order was originated, the Transferee was outside the United States or we and any person acting on our behalf reasonably believed that the Transferee was outside the United States, or
 - (ii) the transaction was executed in, on or through the facilities of a designated offshore securities market and neither we nor any person acting on our behalf knows that the transaction was pre-arranged with a buyer in the United States;
 - (C) no directed selling efforts have been made in contravention of the requirements of Rule 903(b) or 904(b) of Regulation S, as applicable; and
 - (D) the transaction is not part of a plan or scheme to evade the registration requirements of the Securities Act; or
- (2) if the transfer has been effected pursuant to Rule 144, the Securities have been transferred in a transaction permitted by Rule 144.

You, the Company and the Subsidiary Guarantors are entitled to rely upon this letter and are irrevocably authorized to produce this letter or a copy hereof to any interested party in any administrative or legal proceedings or official inquiry with respect to the matters covered hereby. Terms used in this certificate have the meanings set forth in Regulation S.

Very truly yours,
[Name of Transferor]

By: _____
Authorized Signature