

## EXHIBIT G

### FORM OF CERTIFICATE TO BE DELIVERED IN CONNECTION WITH TRANSFERS PURSUANT TO REGULATIONS

\_\_\_\_\_, 20[ ]

Citibank, N.A. as Registrar and Paying and Transfer Agent

Shimao Property Holdings Limited,  
as Company

Advance Assets Holdings Limited  
Best Empire Investments Limited  
Best Whole Investments Limited  
Brilliant Architectural and Construction Professional Consultancy Limited  
Double Achieve Assets Limited  
East Light Group Limited  
Everactive Properties Limited  
Fine Tune Investments Limited  
Keenrich Holdings Limited  
Keen View Limited  
Mega Universe Limited  
Modern Professional Architectural Design Limited  
Multivision Profits Limited  
Peak Castle Assets Limited  
Precise Choice Investments Limited  
Prime Master Holdings Limited  
Profit Eagle Enterprises Limited  
Shimao Holdings Company Limited  
Shimao Management (Overseas) Limited  
Shimao Property Holdings (BVI) Limited  
Significant Asset Group Limited  
Topwise Limited  
Vicking International Ltd.  
Wickfair Investments Limited  
Widely Known Limited  
Wise Atlantic Holdings Limited  
Year Grant Investments Limited  
as Subsidiary Guarantors

Re: Shimao Property Holdings Limited  
[8% Senior Notes Due 2016] [Senior Floating Rate Notes Due 2011]<sup>2</sup> (the "Notes")

Dear Sirs:

Reference is hereby made to the Indenture (the "Indenture") dated as of November 29, 2006 among Shimao Property Holdings Limited, a company incorporated with limited liability under the laws of the Cayman Islands (the "**Company**"), the entities listed in Schedule I thereto (the

“**Subsidiary Guarantors**”) and Citibank N.A., as trustee (the “**Trustee**”). Capitalized terms used but not defined herein shall have the meanings given to them in the Indenture.

This letter relates to US\$600,000 million principal amount of Notes which are evidenced by one or more Restricted Global Notes ([CUSIP No. 82454XAB2]<sup>1</sup> [% CUSIP No. 82454XAA4]<sup>2</sup>) 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. G81043AB0]<sup>1</sup> [CUSIP No. G81043AA2]<sup>2</sup>); [Common Code 027661386]<sup>1</sup>[Common Code 027661254]<sup>2</sup>).

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 of Regulation S:
  - (A) the offer of the Notes was not made to a person in the United States; and
  - (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; and
  - (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 and the undersigned has delivered to the Trustee, the Paying and Transfer Agent or the Registrar such additional evidence that the Company, any Subsidiary Guarantor, the Trustee, the Paying and Transfer Agent or the Registrar 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 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]

[Name of DTC participant holding such  
position on behalf of beneficial owner]

By: \_\_\_\_\_  
Authorized Signature

## EXHIBIT H

### FORM OF CERTIFICATE TO BE DELIVERED IN CONNECTION WITH TRANSFERS TO QIBs

[Date]

Citibank, N.A. as Registrar and Paying and Transfer Agent

Shimao Property Holdings Limited,  
as Company

Advance Assets Holdings Limited  
Best Empire Investments Limited  
Best Whole Investments Limited  
Brilliant Architectural and Construction Professional Consultancy Limited  
Double Achieve Assets Limited  
East Light Group Limited  
Everactive Properties Limited  
Fine Tune Investments Limited  
Keenrich Holdings Limited  
Keen View Limited  
Mega Universe Limited  
Modern Professional Architectural Design Limited  
Multivision Profits Limited  
Peak Castle Assets Limited  
Precise Choice Investments Limited  
Prime Master Holdings Limited  
Profit Eagle Enterprises Limited  
Shimao Holdings Company Limited  
Shimao Management (Overseas) Limited  
Shimao Property Holdings (BVI) Limited  
Significant Asset Group Limited  
Topwise Limited  
Vicking International Ltd.  
Wickfair Investments Limited  
Widely Known Limited  
Wise Atlantic Holdings Limited  
Year Grant Investments Limited  
as Subsidiary Guarantors

Re: Shimao Property Holdings Limited (the “**Company**”)  
[8% Senior Notes Due 2016]<sup>1</sup> [Senior Floating Rate Notes Due 2011]<sup>2</sup> (the “**Notes**”)

Dear Sirs:

Reference is hereby made to the Indenture (the “**Indenture**”) dated as of November 29, 2006 among Shimao Property Holdings Limited, a company incorporated with limited liability under the laws of the Cayman Islands (the “**Company**”), the entities listed in Schedule I thereto (the “**Subsidiary Guarantors**”) and Citibank, N.A., as trustee (the “**Trustee**”). Capitalized terms used but not defined herein shall have the meanings given to them in the Indenture.

This letter relates to US\$600,000 principal amount of Notes which are evidenced by one or more Regulation S Global Notes ([CUSIP No. G81043AB0]<sup>1</sup> [CUSIP No. G81043AA2]<sup>2</sup>); [Common Code 027661386]<sup>1</sup> [Common Code 027661254]<sup>2</sup>) 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. 82454XAB2]<sup>1</sup> [CUSIP No. 82454XAA4]<sup>2</sup>).

**[CHECK ONE]**

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.

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, the Paying and Transfer Agent or the Registrar such additional evidence the Company, the Subsidiary Guarantors, the Trustee, the Paying and Transfer Agent or the Registrar 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]

[Name of DTC participant holding such  
position on behalf of beneficial owner]

By: \_\_\_\_\_  
Authorized Signature