

EXHIBIT H

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

[Date]

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

Yanlord Land Group Limited,
as Company

[Subsidiary Guarantors to be inserted]
as Subsidiary Guarantors

Re: Yanlord Land Group Limited (the “**Company**”)
[•]% Senior Notes Due 20[•] (the “**Notes**”)

Dear Sirs:

Reference is hereby made to the Indenture (the “**Indenture**”) dated as of [•], 2011 among Yanlord Land Group Limited, a company incorporated with limited liability under the laws of Singapore (the “**Company**”), the entities listed on Schedule I thereto (the “**Subsidiary Guarantors**”) and Citicorp International Limited, 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\$ _____ million principal amount of Notes which are evidenced by one or more Restricted Global Notes (CUSIP NUMBER: 984832 AA3; ISIN NUMBER: US984832AA31) and held with the Depositary 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 NUMBER: Y9729A AD3; ISIN NUMBER: USY9729AAD38).

[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 Guarantor, the Trustee, the Paying and Transfer Agent or the Registrar may require as to compliance with such available exemption.

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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

EXHIBIT G

FORM OF CERTIFICATE TO BE DELIVERED
IN CONNECTION WITH TRANSFERS
PURSUANT TO REGULATION S

, 20[]

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

Yanlord Land Group Limited,
as Company

[Subsidiary Guarantors to be inserted]
as Subsidiary Guarantors

Re: Yanlord Land Group Limited
10.625% Senior Notes Due 2018 (the “Notes”)

Dear Sirs:

Reference is hereby made to the Indenture (the “**Indenture**”) dated as of March 29, 2011 among Yanlord Land Group Limited, a company incorporated with limited liability under the laws of Singapore (the “**Company**”), the entities listed on Schedule I thereto (the “**Subsidiary Guarantors**”) and Citicorp International Limited, 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\$ _____ million principal amount of Notes which are evidenced by one or more Restricted Global Notes (CUSIP NUMBER: 984832 AA3; ISIN NUMBER: US984832AA31) 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 NUMBER: Y9729A AD3; ISIN NUMBER: USY9729AAD38).

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:

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- (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