

EXHIBIT J

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

[Date]

Citibank, N.A., London Branch
21st Floor, Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
United Kingdom

Yanlord Land Group Limited
9 Temasek Boulevard #36-02
Suntec Tower Two
Singapore 038989

Re: YANLORD LAND GROUP LIMITED (the “Company”)
Convertible Notes Due 2012 (the “Notes”)

Dear Sirs:

This letter relates to \$_____ principal amount of Notes which are evidenced by one or more Rule 144A Global Notes and held with Citibank, N.A., London Branch as the Common 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.

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 (ii) 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;

- (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 Trustee, the Agents and the Company 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

EXHIBIT K

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

[Date]

Citibank, N.A., London Branch
21st Floor, Citigroup Centre
Canada Square
Canary Wharf
London E14 5LB
United Kingdom

Yanlord Land Group Limited
9 Temasek Boulevard #36-02
Suntec Tower Two
Singapore 038989

Re: YANLORD LAND GROUP LIMITED (the “Company”)
Convertible Notes Due 2012 (the “Notes”)

Dear Sirs:

This letter relates to S\$_____ principal amount of Notes which are evidenced by one or more International Global Notes and held with the Citibank, N.A., London Branch as Common Depository for Euroclear and 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 Rule 144A Global Notes.

[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.

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- 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 or the Trustee may require as to compliance with such available exemption.

You, the Trustee, the Agents and the Company 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.

This certificate is being delivered to you in accordance with Section 2.06(a) or Section 2.01 of the Indenture dated February 6, 2007 related to the Notes. You are entitled to rely on this letter and you 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, as
applicable]

By: _____
Authorized Signature