

EXHIBIT H

[FORM OF CERTIFICATE TO BE DELIVERED
IN CONNECTION WITH TRANSFERS
PURSUANT TO REGULATION S
DURING THE RESTRICTED PERIOD]

[Date]

as Registrar

Re: Sino-Forest Corporation
6.25% Guaranteed Senior Notes Due 2017 (the “Notes”)

Dear Sirs:

Reference is hereby made to the Indenture, dated as of 21, 2010 (the “**Indenture**”), among Sino-Forest Corporation, a *Canada Business Corporations Act* corporation (the “**Company**”), the Subsidiary Guarantors listed in Schedule I thereto (the “**Subsidiary Guarantors**”) and Law Debenture Trust Company of New York, 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. 82934H AF8) 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 in the form of an equal principal amount of Notes evidenced by one or more Regulation S Global Notes (CUSIP No. C83912 AF9), which amount, immediately after such transfer, is to be held with the Depositary through Euroclear or Clearstream or both (Common Code 055182728).

In connection with our proposed sale of US\$_____ aggregate principal amount of the Notes, we hereby confirm that such sale has been effected pursuant to and in accordance with Rule 903 or Rule 904 of Regulation S under the Securities Act of 1933, as amended, and, accordingly, we represent that:

- (1) the offer of the Notes was not made to a person in the United States;
- (2) either:

- (A) 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
 - (B) 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;
- (3) no directed selling efforts have been made by us in the United States in contravention of the requirements of Rule 903(b) or Rule 904(b) of Regulation S, as applicable;
 - (4) the transaction is not part of a plan or scheme to evade the registration requirements of the U.S. Securities Act of 1933; and
 - (5) upon completion of the transaction, the beneficial interest being transferred as described above is to be held with the Depositary through Euroclear or Clearstream or both (Common Code).

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

EXHIBIT I

[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

Re: Sino-Forest Corporation
6.25% Guaranteed Senior Notes Due 2017 (the “Notes”)

Dear Sirs:

Reference is hereby made to the Indenture, dated as of October 21, 2010 (the “**Indenture**”), among Sino-Forest Corporation, a *Canada Business Corporations Act* corporation (the “**Company**”), the Subsidiary Guarantors listed in Schedule I thereto (the “**Subsidiary Guarantors**”) and Law Debenture Trust Company of New York, 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. 82934H AF8) 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 in the form of an equal principal amount of Notes evidenced by one or more Regulation S Global Notes (CUSIP No. C83912 AF9).

In connection with such request and in respect of such Notes, we hereby certify that such sale has been effected pursuant to and in accordance with either Rule 903 or Rule 904 of Regulation S or Rule 144 under the United States Securities Act of 1933, as amended (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

EXHIBIT J

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

[Date]

_____,
as Registrar

Re: Sino-Forest Corporation
6.25% Guaranteed Senior Notes Due 2017 (the “Notes”)

Dear Sirs:

Reference is hereby made to the Indenture, dated as of October 21, 2010 (the “**Indenture**”), among Sino-Forest Corporation, a *Canada Business Corporations Act* corporation (the “**Company**”), the Subsidiary Guarantors listed in Schedule I thereto (the “**Subsidiary Guarantors**”) and Law Debenture Trust Company of New York, 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. C83912 AF9) and held with the Depositary through [Euroclear] [Clearstream] (Common Code 055182728) 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 Securities evidenced by one or more Restricted Global Notes (CUSIP No. 82934H AF8).

[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 U.S. Securities Act of 1933, as amended, 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 such additional evidence that the Company, the Subsidiary Guarantors or the Trustee may require as to compliance with such available exemption.

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]

By: _____
Authorized Signature