

THE GLOBAL OFFERING

GZI REIT	GZI REIT is a collective investment scheme constituted as a unit trust by the Trust Deed and authorised under section 104 of the SFO subject to the applicable conditions imposed by the SFC from time to time.
The Manager	GZI REIT Asset Management Limited
The Trustee	HSBC Institutional Trust Services (Asia) Limited
The Global Offering	A total initial offering of 583,000,000 Units consisting of the Hong Kong Public Offering and the International Offering (subject to adjustment and the exercise of the Over-allocation Option, and before taking account of the Sale Units).
The Hong Kong Public Offering	An initial offer of 60,000,000 Units to the public in Hong Kong (subject to adjustment and reallocation).
The International Offering	An initial offer of 523,000,000 Units to institutional, professional and other investors (subject to an increase of up to 17,000,000 additional Units under the Offer for Sale, which will comprise part of the International Offering).
The Offer for Sale	Up to 17,000,000 Units (being the maximum aggregate number of Units representing: (i) the Units in respect of which the GZI Qualifying Shareholders may elect to exercise the GZI Qualifying Shareholders' Option; and (ii) such number of Units which the GZI Ineligible Overseas Shareholders would otherwise have been entitled to receive under the Special Dividend) which will be offered for sale as part of, and under, the International Offering.
Reallocation of Units	The Units to be offered in the Hong Kong Public Offering and the International Offering may, in certain circumstances, be reallocated between these offerings. (See the section headed "Structure of the Global Offering" in this Offering Circular.)
Structure	The Units are being offered and sold outside the United States in reliance on Regulation S under the US Securities Act. The Units have not been and will not be registered under the Securities Act and, subject to certain exceptions, may not be offered or sold within the United States.

THE GLOBAL OFFERING

Offer Price Range	The Offer Price of the Units (which will be denominated in Hong Kong dollars) will not be more than HK\$3.075 and is currently expected to be not less than HK\$2.850.
Charges Payable by Investors	In addition to the Maximum Offer Price, investors applying for Units must pay brokerage of 1.0%, Hong Kong Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.005%, subject to refund if the Offer Price should be lower than the Maximum Offer Price.
Over-allocation Option	In connection with the Global Offering, the Joint Global Coordinators have been granted the Over-allocation Option by Dragon Yield, which is exercisable by the Stabilising Manager, in consultation with the other Joint Global Coordinators, in full or in part, on one occasion only, within 30 days after the last date for lodging Application Forms under the Hong Kong Public Offering, to purchase from Dragon Yield up to an aggregate of 87,450,000 Units at the Offer Price. The total number of Units in issue on the Listing Date will be 1,000,000,000 Units. The exercise of the Over-allocation Option will not increase this total number of Units in issue. The total number of Units subject to the Over-allocation Option will constitute up to 15.0% of the total number of Units initially available under the Global Offering.
Use of Proceeds	See the section headed “Use of Proceeds” in this Offering Circular for details of how the proceeds from the Global Offering will be applied.
GZI REIT Lock-up	<p>Pursuant to the Underwriting Agreements, the Manager agrees that, except pursuant to the Global Offering or with the consent of the Joint Global Coordinators, neither GZI REIT nor any of the entities controlled by GZI REIT shall, during a period of six months following the Listing Date and whether conditionally or unconditionally:</p> <ul style="list-style-type: none">• allot, issue, offer, sell, contract to sell, hedge, grant any option or right to subscribe or purchase over or in respect of, or otherwise dispose of, any Units or any securities exchangeable or convertible into Units or which carry rights to subscribe for or purchase Units; or

- deposit Units with a depository in connection with the issue of depository receipts; or
- enter into a transaction (including, without limitation, a swap or other derivative transaction) that transfers, in whole or in part, any economic consequence of ownership of any Units; or
- offer or agree or announce any intention to do any of the foregoing.

The GZI and Yue Xiu Lock-ups

Pursuant to the Underwriting Agreements, GZI agrees that, except with the consent of the Joint Global Coordinators or as described below, it will not, and will procure that its subsidiaries will not, during a period of six months following the Listing Date and whether conditionally or unconditionally:

- dispose of: (i) any Units or any direct or indirect interest therein (including, without limitation, by granting or creating any option, mortgage, pledge, charge or other security interest); or (ii) any securities exchangeable or convertible into any Units; or
- enter into any swap or other derivative transaction or other arrangement that transfers, in whole or in part, any economic consequence of ownership of any Units or, any securities exchangeable or convertible into any Units; or
- dispose of any direct or indirect interest in any company or entity holding any securities exchangeable or convertible into any Units; or
- offer or agree or announce any intention to do any of the foregoing.

These restrictions do not apply to a transfer of Units to a wholly owned subsidiary of GZI (provided such transferee enters into equivalent obligations), a transfer of Units pursuant to the exercise of the Over-allocation Option, the Unit Borrowing Agreement or the proposed distribution in specie of Units under the Special Dividend.

Yue Xiu, for itself and on behalf of its subsidiaries (other than the members of the GZI Group) has undertaken that, to the extent that Yue Xiu and its subsidiaries (other than the members of the GZI Group) receive Units by way of distribution in their capacity as GZI Qualifying Shareholders, any such Units will be subject to the same restrictions to which GZI is subject (as described above). Such restrictions will not apply to a transfer of Units to a wholly owned subsidiary of Yue Xiu.

Listing and Trading

Prior to the Global Offering, there has been no market for the Units.

Preliminary approval has been granted by the Hong Kong Stock Exchange for the listing of, and permission to deal in, all the Units on the Main Board of the Hong Kong Stock Exchange. Dealings in Units on the Hong Kong Stock Exchange are expected to commence on 21 December 2005. If the Hong Kong Stock Exchange grants formal approval for the listing of, and permission to deal in, the Units on the Main Board of the Hong Kong Stock Exchange and GZI REIT complies with the stock admission requirements of HKSCC, the Units will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS, with effect from the date of commencement of dealings in the Units on the Hong Kong Stock Exchange or any other date that HKSCC chooses. Settlement of transactions between participants of the Hong Kong Stock Exchange is required to take place in CCASS on the second Hong Kong Stock Exchange business day after any trading day.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements have been made for the Units to be admitted into CCASS.

Stabilisation

In connection with the Global Offering, the Stabilising Manager in consultation with the other Joint Global Coordinators may over-allocate or effect transactions with a view to supporting the market price of the Units at a level higher than that which might otherwise prevail for a period of 30 days after the last date for lodging Application Forms under the Hong Kong Public Offering. (See the section headed “Structure of the Global Offering — Stabilising Action” in this Offering Circular for further details of the stabilisation arrangements.)

No Redemption by Unitholders

Unitholders have no right to request the Manager to redeem their Units. Listing of the Units on the Hong Kong Stock Exchange does not guarantee a liquid market for the Units.

Profit Forecast for the Forecast Period 2005 and the Forecast Year 2006

The Manager forecasts that, in the absence of unforeseen circumstances and on the bases and assumptions set out in the section headed “Profit Forecast” in this Offering Circular, the consolidated net profit after taxation but before extraordinary items of GZI REIT (reflecting the consolidated income statement of GZI REIT, Holdco and the BVI Companies) for the Forecast Period 2005 and the Forecast Year 2006 will be not less than HK\$1.6 million and HK\$201.0 million respectively. For further details, including the principal bases and assumptions on which the forecast is based, see the section headed “Profit Forecast” in this Offering Circular.

Distributions

The Manager’s policy is to distribute to Unitholders as distributions an amount equivalent to 100.0% of GZI REIT’s Total Distributable Income for each of FY2006 to FY2008 and thereafter at least 90.0% of annual Total Distributable Income (subject to qualifications under the Trust Deed), as more fully described in the section headed “Distribution Policy” in this Offering Circular. Distributions will be declared in Hong Kong dollars.

GZI REIT’s distribution for the period from the Listing Date to 31 December 2005 will be paid together with its distribution for the period from 1 January 2006 to 30 June 2006 on or before 30 November 2006.

	<p>See the sections headed “Risk Factors” and “Distribution Policy” in this Offering Circular for a discussion of factors that may adversely affect the ability of GZI REIT to make distributions to Unitholders.</p>
Statement of Distribution for the Forecast Year 2006	<p>For the Forecast Year 2006, Unitholders will be paid, in the absence of unforeseen circumstances, total distributions per Unit of not less than HK\$0.201 (which excludes distributions in respect of the period from the Listing Date to 31 December 2005), representing a distribution yield of 6.54% based on the Maximum Offer Price (excluding other transaction costs) and 7.05% based on the Minimum Offer Price (excluding other transaction costs). Any shortfall in distributions will be disclosed in GZI REIT’s audited financial statements for Forecast Year 2006.</p>
Unitholders’ Meetings	<p>Each of the Trustee and the Manager may at any time, and the Manager shall (at the request in writing of not less than two Unitholders registered as together holding not less than 10.0% of the Units for the time being in issue and outstanding), convene a meeting of Unitholders and propose resolutions for consideration at such meeting.</p>
Tax Considerations	<p>See the section headed “Taxation” in this Offering Circular for further information on the tax consequences of the purchase, ownership and disposal of the Units.</p>
Governing Law	<p>The Trust Deed, pursuant to which GZI REIT is constituted, is governed by Hong Kong law.</p>
Termination of GZI REIT	<p>GZI REIT may be terminated in the circumstances set out in the Trust Deed. See the section headed “The Trust Deed” in this Offering Circular for further information.</p>
Risk Factors	<p>Prospective investors should carefully consider certain risks connected with an investment in the Units, as discussed under the section headed “Risk Factors” in this Offering Circular.</p>