

UNAUDITED PRO FORMA BALANCE SHEETS OF GZI REIT

The following table sets out the unaudited pro forma balance sheets of GZI REIT as at the date of the establishment of GZI REIT assuming that the acquisition of the BVI Companies by Holdco and the issuance of the Units in the Global Offering take place on the same day, and adjusted for the US\$165.0 million to be drawn down on the Loan Facility. The table is prepared based on the unaudited pro forma balance sheets of GZI REIT in Appendix III to this Offering Circular and should be read in conjunction with the basis of preparation, the pro forma adjustments and the letter from the Reporting Accountants therein, as well as the section headed “The Reorganisation” in this Offering Circular.

| | Based on Maximum Offer Price of HK\$3.075 | Based on Minimum Offer Price of HK\$2.850 |
|--|--|--|
| | (HK\$ million) | (HK\$ million) |
| Assets | | |
| Investment Properties ⁽¹⁾ | 4,005.0 | 4,005.0 |
| Property, plant and equipment | 3.0 | 3.0 |
| Other assets ⁽²⁾ | 6.0 | 6.0 |
| Cash and cash equivalents ⁽³⁾ | 88.0 | 88.0 |
| Goodwill ⁽⁴⁾ | 78.0 | — |
| Liabilities | | |
| Rental deposits, accruals and other payables | (62.0) | (62.0) |
| Amount drawn down under the Loan Facility ⁽⁵⁾ | (1,265.0) | (1,265.0) |
| | 2,853.0 | 2,775.0 |
| Unitholders' equity | | |
| Issued capital ⁽⁶⁾ | 2,930.0 | 2,798.0 |
| Retained earnings ⁽⁴⁾ | — | 51.0 |
| Global Offering expenses ⁽⁷⁾ | (77.0) | (74.0) |
| | 2,853.0 | 2,775.0 |

Notes:

- (1) Investment properties are stated at market valuation based on the valuations performed by the Independent Property Valuer as at 30 September 2005. The Directors of the Manager and GZI consider that there is no material change in the fair value of the Properties in the period from 1 October 2005 to 31 October 2005.
- (2) Other assets include deferred assets, trade receivables, other receivables and prepayments.
- (3) Cash and cash equivalents represent cash and bank deposits of HK\$12,653,000 acquired from the BVI Companies, additional cash of HK\$47,146,000 injected by GZI into the BVI Companies before the Global Offering in accordance with the Reorganisation Deed (in order to reach a cash balance of HK\$59,799,000 to match the amount of all current and non-current liabilities, including rental deposits for all tenancies as of 31 October 2005 but excluding bank

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loans), cash of HK\$26,700,000 retained from the proceeds of the Global Offering for proposed renovation works at the White Horse Units and cash of HK\$2,085,600 (also retained from the proceeds of the Global Offering) for the Rental Income attributable to Partat for the period from the Listing Date to 31 December 2005 (both dates inclusive), as provided for in the Reorganisation Deed.

- (4) Goodwill is the excess of the final consideration payable under the Reorganisation Deed (as described in the section headed “Material Agreements and Other Documents Relating to GZI REIT — Reorganisation Deed” in this Offering Circular) over the aggregate fair values of the assets and liabilities assumed in the acquisition of the BVI Companies.

Based on the Maximum Offer Price, the market value of the Properties as at 30 September 2005 (as determined by the Independent Property Valuer) and the amounts of assets and liabilities listed in the table above, there will be an estimated goodwill of HK\$78.0 million.

Retained earnings represent the excess of the aggregate fair values of the assets and liabilities assumed in the acquisition of the BVI Company Shares (i.e. the Initial Consideration) over the final consideration payable under the Reorganisation Deed.

Based on the Minimum Offer Price, the market value of the Properties as at 30 September 2005 (as determined by the Independent Property Valuer) and the amounts of assets and liabilities listed in the table above, the excess of the aggregate fair values of the assets and liabilities assumed in the acquisition of the BVI Company Shares over the final consideration payable under the Reorganisation Deed amounted to HK\$51.0 million, which is recognised in retained earnings.

- (5) This refers to the amount of HK\$1,287.0 million drawn down under the Loan Facility on the Listing Date, net of capitalised debt related expenses of HK\$21.6 million in respect of the Loan Facility.
- (6) This represents the issued capital arising from the issuance of 417,000,000 Units (amounting to HK\$1,137,234,060) to GZI as partial consideration for the transfer of the BVI Company Shares to Holdco and the offering of 583,000,000 Units (amounting to HK\$1,792,725,000 based on the Maximum Offer Price and HK\$1,661,550,000 based on the Minimum Offer Price) under the Global Offering.
- (7) This represents the expenses of the Global Offering (which includes, among other things, underwriting fees and commissions, professional fees and expenses as well as printing fees) of HK\$77,158,000 based on the Maximum Offer Price and HK\$73,879,000 based on the Minimum Offer Price.

At the Maximum Offer Price and the Minimum Offer Price, the NTA per Unit remains at HK\$2.775, based on the assumptions set out above and on the 1,000,000,000 Units expected to be in issue immediately following completion of the Global Offering.

Excluding goodwill, the NTA per Unit is expected to be HK\$2.775. The Maximum Offer Price of HK\$3.075 and the Minimum Offer Price of HK\$2.850 respectively represent a premium of 10.8% and 2.7% to the NTA per Unit. Based on the Maximum Offer Price of HK\$3.075, the final consideration will be adjusted to HK\$4,089,416,000 taking into account an assumed adjustment of HK\$75,236,000 under the Reorganisation Deed while based on the Minimum Offer Price of HK\$2.850, the final consideration will be adjusted to HK\$3,961,520,000 taking into account an assumed adjustment of HK\$52,660,000.