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**越秀房地產投資信託基金**  
**GZI Real Estate Investment Trust**

*(a Hong Kong collective investment scheme authorised under section 104  
of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong))*  
(Stock code: 405)

**Managed by**



**越秀房託資產管理有限公司**  
**GZI REIT Asset Management Limited**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an **EXTRAORDINARY GENERAL MEETING** of the unitholders (the “**Unitholders**”) of GZI Real Estate Investment Trust (“**GZI REIT**”) will be held at 10:30 a.m. on 6 January 2011 at Plaza 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

**ORDINARY RESOLUTION**

“**That:**

- (a) the extension of the waivers in respect of certain connected party transactions (the “**Transactions**”), as more particularly described in the section headed “The Waiver Extension” in the circular to Unitholders dated 17 December 2010 for three financial years ending 31 December 2013, together with the proposed new annual monetary limits for the financial years ending 31 December 2011, 31 December 2012 and 31 December 2013, respectively, in relation to the Transactions, as more particularly described in the section headed “Proposed New Annual Monetary Limits for the Connected Party Transactions” in the circular to Unitholders dated 17 December 2010, be and are hereby approved; and
- (b) GZI REIT Asset Management Limited, as the Manager of GZI REIT (the “**REIT Manager**”), and any director of the REIT Manager each be and is hereby severally authorised to complete and do or cause to be done all such acts and things as the REIT Manager or any director of the REIT Manager, as the case may be, may consider expedient or necessary or in the interest of GZI REIT to give effect to the above approval.”

By Order of the Board  
**GZI REIT Asset Management Limited**  
(as manager of GZI Real Estate Investment Trust)  
**Liang Ningguang**  
*Chairman*

Hong Kong, 17 December 2010

*Registered Office of the REIT Manager:*  
24/F., Yue Xiu Building  
160 Lockhart Road Wanchai  
Hong Kong

*Notes:*

- (a) A Unitholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies to attend and vote on poll in his/her stead. The person appointed to act as proxy need not be a Unitholder.
- (b) In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the Unit Registrar of GZI REIT, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the Extraordinary General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person should you so wish. In the event that you attend the meeting or adjourned meeting (as the case may be) after having lodged a form of proxy, the form of proxy will be deemed to have been revoked.
- (c) Where there are joint registered Unitholders of a Unit, any one of such Unitholders may vote at the meeting either in person or by proxy in respect of such Unit as if he/she were solely entitled thereto, but if more than one of such Unitholders is present at the meeting in person or by proxy, that one of such Unitholders so present whose name stands first on the Register of Unitholders in respect of such Unit shall alone be entitled to vote in respect thereof.
- (d) The Register of Unitholders will be closed from 4 January 2011 to 6 January 2011 December 2010 both days inclusive, during which period no transfers of Units will be effected. For those Unitholders who are not already on the Register of Unitholders, in order to qualify to attend and vote at the Extraordinary General Meeting, all Unit certificates accompanied by the duly completed transfer forms must be lodged with the Unit Registrar of GZI REIT, Tricor Investor Services Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 3 January 2011.

As at the date of this notice, the Board comprises:

*Executive Directors: LIANG Ningguang (Chairman) and LIU Yongjie*

*Non-executive Director: LIANG Youpan*

*Independent Non-executive*

*Directors: CHAN Chi On Derek, LEE Kwan Hung Eddie and CHAN Chi Fai Brian*