

WARNING: IT IS POSSIBLE THAT THE GLOBAL OFFERING OR THE DIVESTMENT MAY BE SUBJECT TO LEGAL CHALLENGE.

Previous Offering and Earlier Proceedings

The Previous Offering was made by publication of the 2004 Offering Circular on 25 November 2004 and was subsequently the subject of legal challenge by way of application for judicial review brought by Madam Lo Siu Lan and Mr. Ma Ki Chiu. The application for judicial review was made on 8 December 2004 claiming that HKHA was acting ultra vires (i.e. beyond its powers) in undertaking the Divestment. On 14 December 2004, the Court of First Instance dismissed this application for judicial review. On 15 December 2004, the Court of Appeal abridged the time within which the applicants would be permitted to appeal from the decision of the Court of First Instance. On 16 December 2004, Madam Lo appealed the decision of the Court of First Instance. Mr. Ma Ki Chiu did not pursue an appeal. On 16 December 2004, the Court of Appeal dismissed the appeal brought by Madam Lo. On 17 December 2004, the Appeal Committee of the Court of Final Appeal ruled that the Court of Final Appeal lacked jurisdiction to abridge the time allowed for an appeal to the Court of Final Appeal, and it was consequently announced on 19 December 2004 that the Previous Offering would not proceed having regard to the unresolved possibility of appeal to the Court of Final Appeal. Madam Lo subsequently appealed to the Court of Final Appeal against the decisions of the Court of First Instance and the Court of Appeal, and that appeal was the subject of a Court of Final Appeal hearing held on 5 and 6 July 2005.

The Earlier Proceedings culminated in a judgment of the Court of Final Appeal handed down on 20 July 2005 upholding earlier judgments of the Court of First Instance and Court of Appeal. In that judgment the Court of Final Appeal held that the Divestment is consistent with HKHA's statutory objects and, accordingly, within the power of HKHA. The judgment of the Court of Final Appeal is consistent with legal advice received by HKHA that the Global Offering and the Divestment were (and continue to be) fully within the powers of HKHA.

Notwithstanding the resolution of the Earlier Proceedings, HKHA and the Manager have been advised by their respective legal counsel that the possibility of Future Challenge, including challenges on judicial review related grounds, cannot be ruled out. **Applicants for Units should note that: (i) it is the intention of the Manager and HKHA to proceed with the Divestment and the Global Offering notwithstanding any Future Challenge (or the possibility of any Future Challenge); and (ii) any further developments with respect to any Future Challenge (or the possibility of any Future Challenge) may be the subject of future announcements and may result in changes to the timetable for or the terms of the Global Offering and/or the Hong Kong Public Offering.** Further details in this regard are set out below.

Possibility of Future Challenge

Notwithstanding the resolution of the Earlier Proceedings, it is possible that a judicial review or other form of Future Challenge may be brought in relation to the Divestment and/or the Global Offering (or any related transactions), whether during the Global Offering or following its completion. It is not possible to predict with certainty the nature of any Future Challenge. The outcome of any Future Challenge would not be within the control of HKHA or the Manager because it would fall to be determined by the Courts. No assurance can therefore be given that a Future Challenge would not succeed, or that the Global Offering would proceed in all circumstances where a Future Challenge is made or threatened.

A Future Challenge by judicial review would involve the Court exercising its supervisory jurisdiction over HKHA as a public body. Any exercise of power by a public body can attract this supervisory jurisdiction. However, following the Court of Final Appeal's judgment in the Earlier Proceedings handed down on 20 July 2005, HKHA's power to undertake the Divestment has been confirmed. The doctrine of precedent in respect of case law, which applies in Hong Kong pursuant to the Basic Law, provides that a previous decision of a higher ranking court must be followed if the facts

and points of law which arise in a new case are identical or similar to those in a previous case. The Court of Final Appeal's judgment provides precedent from the highest court in Hong Kong that the Divestment is within the power of HKHA. Accordingly, HKHA is not susceptible to a further attack by way of judicial review on the grounds raised in the Earlier Proceedings and any further judicial review challenge could only succeed on alternative grounds.

Because of the breadth and flexibility of the applicable principles, judicial review decisions by the Court are fact-specific and do not necessarily provide authoritative guidance for how judicial review principles would apply in future cases and with what result.

HKHA has taken legal advice and believes that any Future Challenge by way of judicial review should be unsuccessful. The Manager has separately considered the possibility of Future Challenge and has concluded that it is appropriate to proceed with the Global Offering on the basis set out in this Offering Circular. Nevertheless, the possibility of a Future Challenge being successful cannot be ruled out, particularly since the nature of any Future Challenge is unknown and the outcome of a Future Challenge would not be within the control of HKHA, the Manager or the Trustee.

In the event of a successful Future Challenge by way of judicial review (as indicated above, HKHA believes that any further challenge by way of judicial review should be unsuccessful), the Court would, in its discretion, determine whether to grant relief, and, if relief is to be granted, the nature of such relief. The Court is empowered, among other things, to award damages and to quash, mandate, prevent, clarify or make declarations as to the exercise of power by a public body. A number of factors are relevant to the exercise of the Court's discretion and each case depends on its own facts in this regard.

One significant factor that would likely be considered by the Court would be the existence of third party rights. Provided it is in the best interests of Unitholders, the Trust Deed requires the Trustee and the Manager to assume an active involvement in any relevant proceedings and make representations on behalf of Unitholders (see the section headed "The Trust Deed — Special Provisions in Case of Successful Legal Challenge" in this Offering Circular). It would therefore be the intention of HKHA, the Trustee and the Manager, provided (in the case of the Trustee and the Manager) that it is in the best interests of Unitholders and pursuant to the Trust Deed and so far as is permitted by the Court, to make representations to the Court in the best interests of Unitholders with regard to any Future Challenge to the maximum extent they are permitted by the Court to do so.

If a Future Challenge were successful, there can be no assurance that the Divestment, as implemented, would survive in its currently proposed form, or that The Link REIT would continue to be entitled to the Properties or to exercise its rights in respect of the Properties on the terms provided for in the Acquisition Agreements or at all (see the sub-section headed "Position of Unitholders in Case of Successful Legal Challenge" below). However, it may reasonably be expected that the Court would, in making any order, take into account the rights of third parties, including the Unitholders.

There can be no assurance that the market price of the Units would not be materially and adversely affected if a Future Challenge is brought or threatened or, having been brought, succeeds.

Issues raised by Members of LegCo

Members of LegCo have raised concerns regarding certain aspects of the Divestment. These concerns have been reported in the Hong Kong media and have been discussed in LegCo. Some of these statements have referred to the possibility of Future Challenge.

In particular, at a meeting of the LegCo Panel on Housing on 20 October 2005 attended by the Government, HKHA and the Manager, the Hon. Albert Chan Wai Yip and other members of the Housing Panel raised a number of issues with respect to the Divestment. A number of these issues had previously been raised in letters from Mr. Chan to the Secretary for Housing, Planning and Lands dated 4 and 7 October 2005. In summary, some of the key issues raised at the LegCo Panel on Housing meeting and in Mr. Chan's letter were as follows:

Public Finance Ordinance and Basic Law

Whether the Government allowing HKHA to retain the proceeds of the sale of the Properties would constitute an appropriation from the general revenue of the Government for the purposes of the Public Finance Ordinance and article 64 of the Basic Law, given the existing arrangement between the Government and HKHA to share the net operating surplus of the non-domestic operations of HKHA on a 50:50 basis.

The question raised essentially relates to whether the Finance Committee of LegCo should have approved the allocation of all the proceeds of sale from the Divestment, as such allocation of funds was in the nature of expenditure requiring Finance Committee approval. The fact that HKHA would receive the entire proceeds of the Divestment was noted in the July 2003 LegCo brief titled "Divestment of Housing Authority's Retail and Car-parking Facilities" and was announced to the public on HKHA's website on 24 July 2003. In addition, the Government has stated that HKHA is not contractually obliged to pay any of the proceeds of the Divestment to the Government. The Government has further stated that its policy decision to allow HKHA to receive the full proceeds does not entail any appropriation from the general revenue of the Government. Consequently, the Government does not believe that approval from the Finance Committee of LegCo is necessary.

Non-payment of Land Premium

Whether the Government's agreement to allow HKHA to assign the Properties for nil premium to The Link REIT would constitute expenditure from the Capital Investment Fund.

The waiver of land premium was approved by the Chief Executive in Council on 15 July 2003. In addition the Government has stated that the Divestment does not involve expenditure of the Capital Investment Fund.

Section 4(1) of the Housing Ordinance

Whether HKHA will be able to fulfil its duty to continue to secure the provision of ancillary services pursuant to the Housing Ordinance once the Properties have been sold.

In the Earlier Proceedings, the Court of Final Appeal ruled that the Divestment was consistent with HKHA's object, as laid down in section 4(1) of the Housing Ordinance, "to secure the provision of housing and such amenities ancillary thereto as the Authority thinks fit". The Court of Final Appeal ruled that to secure the provision of retail and carparking facilities does not mean that HKHA need itself be the direct provider, but HKHA secures the provision of retail and carparking facilities so long as the retail and carparking facilities are available, although they are provided not by HKHA but by a third party. Following the Divestment, HKHA will continue to be obliged to comply with its statutory obligations under the Housing Ordinance.

Position of Unitholders in Case of Successful Legal Challenge

As indicated above, the question of relief with respect to any successful Future Challenge would be in the discretion of the Court. It is not possible to rule out the granting of relief which could materially and adversely affect The Link REIT's or PropCo's use or ownership of the Properties. The Trustee and the Manager will be bound and must abide by the ruling of the Court. However, provided it is in the best interests of the Unitholders and pursuant to the Trust Deed and so far as is permitted by the Court, the Trustee and the Manager will be required, and intend, to assume an active involvement in any relevant proceedings and make representations in the best interests of Unitholders to the maximum extent they are permitted by the Court to do so.

POSSIBILITY OF LEGAL CHALLENGE AND RELATED TERMS AND CONDITIONS OF THE GLOBAL OFFERING

HKHA has been advised that, if a successful Future Challenge were to result in The Link REIT ceasing to be entitled to the Properties, The Link REIT would likely be entitled to be repaid the consideration paid to HKHA for the Properties.

If, subsequent to completion of the Global Offering, a Future Challenge were to result (after exhausting all applicable appeal rights) in an order by a Court of competent jurisdiction which, in the opinion of the Trustee and the Manager, materially and adversely affects the validity of the Divestment and/or The Link REIT's or PropCo's use or ownership of the Properties, the Trustee and the Manager would be required to consider whether The Link REIT should be terminated. On termination, Unitholders would be entitled to their pro rata share of The Link REIT's net assets (after providing for the discharge of liabilities, costs and expenses). While the Trustee and the Manager would be bound by the order of the Court (and it is not possible for the Trust Deed to predict and provide for every possible form or consequence of any such Court order), the Trust Deed requires the Trustee and the Manager to oversee the realisation of The Link REIT's assets, and contains provisions empowering the Trustee and the Manager to realise assets and to make interim distributions to Unitholders. (See the section headed "The Trust Deed — Special Provisions in Case of Successful Legal Challenge" in this Offering Circular.) However, for the reasons noted above, **it is not possible as at the Latest Practicable Date to assess with certainty, or to quantify, the financial impact on The Link REIT of any Future Challenge. Accordingly, in the event of a successful Future Challenge, Unitholders may potentially receive substantially less than the amount of their original investment and may have no further entitlement beyond any final distribution received on termination and no further ability to participate in income or gains from the Properties. There would be no compensation arrangements in these circumstances.**

Provisions Applicable in Case of Future Challenge

In the event that any Future Challenge is made or threatened and whether or not any proceedings have been commenced or are pending or threatened at any time before the Global Offering becomes fully unconditional:

- (a) it is the intention of the Manager and HKHA to proceed with the Divestment and the Global Offering notwithstanding any Future Challenge (or the possibility of any Future Challenge);
- (b) the Manager may make such further announcement or announcements as it considers appropriate in light of any such Future Challenge (or the possibility of such Future Challenge) and may, if it considers fit and at its discretion, make any changes to the terms of the Global Offering and/or the Hong Kong Public Offering including: (i) any change or extension to the timetable for the Global Offering and/or the Hong Kong Public Offering; and/or (ii) any other change in the terms and/or conditions of the Global Offering and/or the Hong Kong Public Offering which the Manager may deem appropriate; and
- (c) while the Manager may proceed with the Global Offering (with or without changes) on the basis described above, the Manager shall not be obliged to do so, and any decision to proceed with the Global Offering, to make changes to the timetable for or the terms of the Global Offering or to terminate the Global Offering in light of any such Future Challenge (or the possibility of any such Future Challenge) shall be in the discretion of the Manager.

In considering any relevant announcements or changes to the timetable for, or other terms or conditions of, the Global Offering and/or the Hong Kong Public Offering, the Manager shall also consider whether or not withdrawal rights should be granted as described further below.

Announcements and Changes to the Timetable for or the Terms of the Global Offering

Any announcements to be made by the Manager in light of any Future Challenge (or the possibility of any Future Challenge), and referable or supplemental to this Offering Circular, shall be made by publication in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and in any other such newspapers or media as the Manager may determine. Any changes to the timetable or terms of the Hong Kong Public Offering may be made by, and by means of, any such announcement which is expressed to be supplemental to this Offering Circular.

Following any such further announcement referred to above (whether or not involving any change to the timetable or terms of the Hong Kong Public Offering), the Manager may grant successful applicants the right to withdraw their applications for such period, and by such method, as may be stated in any announcement. (See the sub-section headed “Rights of Withdrawal and Basis of Allocations and Application under the Hong Kong Public Offering” below).

Any such announcement which is expressed to be supplemental to this Offering Circular shall be treated and deemed for all purposes as constituting part of this Offering Circular and matters and information set out or disclosed in any such announcement, and any changes to the timetable or terms of the Global Offering stipulated in any such announcement, shall be deemed to be incorporated in the terms of the Hong Kong Public Offering. This Offering Circular and any such announcements shall be read and construed together and as a whole. No interest shall be payable on or with respect to application monies (including any refunded application monies) on account of or following any extension to the timetable of the Global Offering or otherwise.

The International Offering involves the offering of International Offering Units to institutional, professional and other investors by the International Underwriters or through selling agents appointed by them (see the section headed “Structure of the Global Offering” in this Offering Circular). That offering process (including the basis and process for communicating the terms of the International Offering and concluding contracts for the subscription or sale of International Offering Units) differs from the process for the public offering of Units, and making of applications, under the Hong Kong Public Offering. Nevertheless, it is the Manager’s intention, and the Manager will make all reasonable efforts to ensure that: (i) any substantive changes to the terms of the International Offering in light of any Future Challenge (or the possibility of any Future Challenge) will, so far as reasonably possible, be reflected in substantively equivalent changes to the terms of the Hong Kong Public Offering; and (ii) successful applicants under the Hong Kong Public Offering will be afforded withdrawal rights in any case where withdrawal rights or similar arrangements are granted to investors generally under the International Offering.

Rights of Withdrawal and Basis of Allocations and Application under the Hong Kong Public Offering

Rights of withdrawal resulting from a Future Challenge

If a Future Challenge is made or threatened at any time before the Global Offering becomes fully unconditional, the Manager will decide whether or not to grant withdrawal rights in light of the circumstances at the time. The decision whether or not to grant withdrawal rights is and will be in the discretion of the Manager, and subject to the conditions of the Global Offering and the Underwriting Agreements. In making any such decision, the Manager will have regard to the materiality of the new circumstances and legal advice received with respect to the need (or otherwise) for withdrawal rights to be granted in order to enable the Global Offering to proceed.

If withdrawal rights are granted by the Manager in light of any Future Challenge, such withdrawal rights will be notified by, and exercisable on such terms and by such method as shall be specified in, the relevant announcement in which such withdrawal rights are announced. Any such withdrawal rights will in all events be exercisable for a period of not less than seven Business Days.

Any announcement of withdrawal rights will specify the period allowed for withdrawals. If the Manager decides to grant withdrawal rights, it is anticipated that the right to withdraw would be exercisable by successful applicants for a specified period (which shall not be less than seven Business Days) following publication of the results of allocations under the Hong Kong Public Offering. This is to enable allocations and refunds for wholly or partially unsuccessful applications to proceed, so far as is possible, as originally scheduled. In addition, the withdrawal mechanism is aimed at ensuring that successful applicants retain their allocations without any need to re-apply in a subsequent new offering, in which the same allocations could not be guaranteed.

Any withdrawal rights will apply to the entirety of the relevant allocation and no arrangements will be made for partial withdrawal.

If withdrawal rights are granted, applicants who wish to withdraw will be required, in the case of applicants who applied using Application Forms, to deliver a duly completed Withdrawal Form to such address(es) in Hong Kong as shall be stipulated for such purposes in the relevant announcement or, in the case of applicants who have applied by giving electronic application instructions to HKSCC, to give electronic withdrawal instructions to HKSCC via CCASS, in each case within the applicable period and in accordance with the procedures stipulated in the relevant announcement. See the sub-section headed “Procedures for Withdrawal(s)” below.

Basis of allocations

The consummation of the Hong Kong Public Offering is subject to various conditions (see the section headed “Structure of the Global Offering — Conditions of the Hong Kong Public Offering” in this Offering Circular). Until the Hong Kong Public Offering and the Global Offering become unconditional in all respects, all allocations are and will remain conditional and will have no effect if the Global Offering does not become fully unconditional.

Additionally, having regard to any withdrawal rights which may have been granted at the time allocations are made or announced (and/or the possibility that withdrawal rights may be granted subsequent to such time), allocations may be made on a provisional basis, or subject to any conditions which the Manager deems appropriate to address or give effect to any withdrawal rights which are or have been granted at the time of the announcement of allocations, or which may potentially be granted subsequent to any such announcement.

If withdrawal rights are granted at or at any time after the announcement of allocations, to the extent successful applications under the Hong Kong Public Offering are withdrawn, the Units originally allocated to such applications under the Hong Kong Public Offering will be re-allocated to the International Offering. This is due to the practical difficulties associated with re-allocating these Units to investors as part of the Hong Kong Public Offering at a time when refunds for wholly or partially unsuccessful applications will have been made. The Manager believes that a second public application process for any Hong Kong Public Offering Units in respect of which withdrawal rights have been exercised, would result in an unacceptable additional delay which would be unfairly prejudicial to investors who had not exercised the right to withdraw. Reallocation of Units will be made on the terms, and subject to the conditions, of the respective Underwriting Agreements (see the sections headed “Underwriting” and “Structure of the Global Offering” in this Offering Circular).

Irrevocability of applications

Applications under the Hong Kong Public Offering may not be withdrawn or revoked in any circumstances other than those stipulated in the section headed “Further Terms and Conditions of the Hong Kong Public Offering — Applications are Irrevocable Other Than in Limited Specified Circumstances” in this Offering Circular.

If applicants have not been so notified of the availability of withdrawal rights, or if applicants have been notified but have not withdrawn their applications in accordance with the specified procedure, their submitted applications will remain valid and may be accepted. (See the section headed “Further Terms and Conditions of the Hong Kong Public Offering — Applications are irrevocable other than in limited specified circumstances” in this Offering Circular).

Procedures for Withdrawal(s)

General

If withdrawal rights are granted, this will be notified by an announcement published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and in any other such newspapers or media as the Manager may determine. The procedures for withdrawals will be confirmed in any such announcement.

If withdrawal rights are granted, the period allowed for withdrawals will be not less than seven Business Days.

Any withdrawal rights will have to be exercised either in full (with respect to all the Units allocated to an applicant) or not at all. Partial withdrawals will not be permitted.

Applicants who wish to withdraw will be required to take action, on the basis described below, no later than the deadline for the exercise of withdrawal rights as stipulated in any announcement notifying the granting of withdrawal rights.

The deadline for exercise of withdrawal rights (and the latest time for submission of duly completed Withdrawal Forms by applicants who applied on WHITE or YELLOW Application Forms) will be set to be no later than 4:00pm on the last Business Day of the withdrawal period.

Applicants who give instructions to withdraw to brokers, banks or other intermediaries will likely need to give instructions to their broker, bank or other intermediary well in advance of the published deadline for the exercise of withdrawal rights. Applicants who do not meet the deadline set by their brokers, banks or other intermediaries may not be able to exercise their right to withdraw. If a broker, bank or other intermediary fails to exercise an applicant's withdrawal in accordance with the procedures stipulated for withdrawals then the applicant's withdrawal may not be accepted and neither The Link REIT nor anyone else connected with the Hong Kong Public Offering will be responsible for any loss incurred thereby.

If withdrawal rights are granted, it will be necessary to extend the timetable of the Global Offering to allow for withdrawal rights to be exercised. For example, based on the initial expected timetable set out in the section headed "Expected Timetable" in this Offering Circular, if withdrawal rights were granted and announced on 24 November 2005 (being the date on which results of allocations are scheduled to be announced), the Listing Date would likely be postponed by at least 20 days, until 15 December 2005 or potentially later. However, the Listing Date will not be extended beyond 23 December, 2005.

If withdrawal rights are granted it will be the first time in a major Hong Kong public offering and there are risks involved. See the risk factors set out in the section headed "Risk Factors — Risks from Future Challenge" in this Offering Circular.

Allocations to successful applicants will be subject to any withdrawal rights

If any withdrawal rights are granted, it is anticipated that withdrawal rights would be granted to successful applicants following publication of the results of allocations under the Hong Kong Public Offering.

Irrespective of whether withdrawal rights are granted, all allocations will be conditional, and will have no effect if the Global Offering does not become fully unconditional.

Choices for successful applicants

If withdrawal rights are granted, successful applicants will have the following choices:

- to withdraw; or
- not to withdraw.

Applicants who do not wish to withdraw need take no action.

Allocations to successful applicants who do not withdraw will remain fully valid provided the Global Offering becomes fully unconditional and the Global Offering proceeds.

Applicants who elect to withdraw will need to take action as described below.

If any Withdrawal Form is lodged, the withdrawal must (and will) apply to all the Units allocated to the applicant concerned. Partial withdrawals will not be permitted.

Any withdrawal will be irrevocable once made. Any applicants who validly withdraw will cease to be entitled to any allocation of Units previously made and will not be entitled to re-apply.

WHITE Application Form applicants

Following publication of the results of allocations under the Hong Kong Public Offering, Unit certificates will be dispatched to (or made available for collection by) successful applicants who applied on WHITE Application Forms (see the section headed “Further Terms and Conditions of the Hong Kong Public Offering — If an application for the Hong Kong Public Offering Units is successful (in whole or in part)” in this Offering Circular).

To withdraw, applicants who applied on WHITE Application Forms will be required to complete a Withdrawal Form. The Withdrawal Form must be duly completed, and deposited at any of the receiving banks or other locations specified in any relevant announcement notifying the grant of withdrawal rights together with the applicable Unit certificate. **To be valid, the Withdrawal Form must be duly completed and the Unit certificate must be attached.** If withdrawal rights are granted, Withdrawal Forms will be made available at the receiving banks or other locations (and by any other means) specified in any relevant announcement notifying the grant of withdrawal rights. For joint applicants, withdrawal validly made by any joint applicant will be valid and binding on the other joint applicant(s).

If any Withdrawal Form is lodged, it will apply to all the Units allocated to the applicant. **Partial withdrawals will not be permitted.** Any withdrawal will be irrevocable once made.

Brokers, banks or other intermediaries are likely to require their clients to confirm instructions earlier than any deadline stipulated for the exercise of withdrawal rights. If withdrawal rights are granted, applicants who applied using WHITE Application Forms through brokers, banks or other intermediaries and/or who: (i) had their Unit certificates delivered to; (ii) had their Units registered in the name of; or (iii) had subsequently lodged their Unit certificates with, brokers, banks or other intermediaries should check with their broker, bank or other intermediary to establish the latest time on which they can give instructions for the exercise of withdrawal rights. Applicants who do not meet the deadline set by their brokers, banks or other intermediaries may not be able to exercise their right to withdraw. If a broker, bank or other intermediary fails to exercise an applicant’s withdrawal in accordance with the procedures stipulated for withdrawals then the applicant’s withdrawal may not be accepted and neither The Link REIT nor anyone else connected with the Hong Kong Public Offering will be responsible for any loss incurred thereby.

YELLOW Application Form applicants

Following publication of the results of allocations under the Hong Kong Public Offering, Allocation Letters will be dispatched to successful applicants who applied on YELLOW Application Forms (see the section headed “Further Terms and Conditions of the Hong Kong Public Offering — If an application for the Hong Kong Public Offering Units is successful (in whole or in part)” in this Offering Circular).

To withdraw, applicants who applied on YELLOW Application Forms will be required to complete a Withdrawal Form. The Withdrawal Form must be duly completed, and deposited at any of the receiving banks or other locations specified in any relevant announcement notifying the grant of withdrawal rights together with the applicable Allocation Letter. **To be valid, the Withdrawal Form must be duly completed and the Allocation Letter must be attached.** If withdrawal rights are granted, Withdrawal Forms will be made available at the receiving banks or other locations (and by any other means) specified in any relevant announcement notifying the grant of withdrawal rights. For joint applicants, any withdrawal validly made by any joint applicant will be valid and binding on the other joint applicant(s).

If any Withdrawal Form is lodged, it will apply to all the Units allocated to the applicant. **Partial withdrawals will not be permitted.** Any withdrawal will be irrevocable once made.

Brokers, banks or other intermediaries are likely to require their clients to confirm instructions earlier than any deadline stipulated for the exercise of withdrawal rights. If withdrawal rights are granted, applicants who applied using YELLOW Application Forms through brokers, banks or other intermediaries and/or who had not provided their names and

addresses on their Application Forms should check with their broker, bank or other intermediary to establish the latest time on which they can give instructions for the exercise of withdrawal rights. Applicants who do not meet the deadline set by their brokers, banks or other intermediaries may not be able to exercise their right to withdraw. If a broker, bank or other intermediary fails to exercise an applicant's withdrawal in accordance with the procedures stipulated for withdrawals then the applicant's withdrawal may not be accepted and neither The Link REIT nor anyone else connected with the Hong Kong Public Offering will be responsible for any loss incurred thereby.

Applicants who apply electronically

Applicants who applied by giving **electronic application instructions** to HKSCC may give electronic withdrawal instructions to HKSCC via CCASS.

If an applicant applied through a broker, bank or other intermediary, any withdrawal must apply to all of the Units allocated to the applicant and brokers, banks and other intermediaries will need to take instructions accordingly. **Partial withdrawals will not be permitted.**

Applicants who are **CCASS Investor Participants** may give electronic withdrawal instructions through the CCASS Phone System by calling 2979 7888 or CCASS Internet System at <https://ip.ccass.com>.

Applicants who are **not CCASS Investor Participants** may instruct their brokers or custodians who are CCASS Broker Participants or CCASS Custodian Participants to give electronic withdrawal instruction via CCASS to withdraw the applicants' Units.

Detailed procedures and arrangements for electronic withdrawal instructions and refunds will be stipulated in any further announcements made by the Manager regarding the granting of withdrawal rights.

Applicants who give instructions to withdraw to brokers, banks or other intermediaries will likely need to give instructions to their brokers, banks or other intermediaries earlier than the published deadline for exercise of withdrawal rights and earlier than the deadline stipulated by HKSCC. Applicants who applied by giving electronic application instructions to HKSCC via CCASS should check with their broker, bank or other intermediary to establish the latest time on which they can give instructions for the exercise of withdrawal rights. Applicants who do not meet the deadline set by their brokers, banks or other intermediaries may not be able to exercise their right to withdraw. If a broker, bank or other intermediary fails to exercise an applicant's withdrawal in accordance with the procedures stipulated for withdrawals, then the applicant's withdrawal may not be accepted and neither The Link REIT nor anyone else connected with the Hong Kong Public Offering will be responsible for any loss incurred thereby.

Each CCASS Participant who will give electronic withdrawal instructions will be deemed to confirm, represent and warrant that it is not effecting any partial withdrawal on behalf of any client. HKSCC Nominees will consolidate all of the electronic withdrawal instructions received via CCASS and will submit such withdrawals to the Unit Registrar for processing. The withdrawal made by HKSCC Nominees will be made directly to the Unit Registrar in accordance with arrangements made between HKSCC, the Manager, the Trustee and the Unit Registrar for the implementation of such electronic withdrawal instructions, and not by using a Withdrawal Form. In processing withdrawals on behalf of persons who have given electronic withdrawal instructions, HKSCC Nominees will only be acting as nominee for those persons. For the purpose of withdrawals, HKSCC Nominees shall not be treated as an applicant withdrawing in its own right.

Processing of withdrawals, and refunds to applicants who withdraw

Withdrawals are expected to be processed, and refund cheques for withdrawn applications (together with applicable brokerage, Hong Kong Stock Exchange trading fee, SFC transaction levy and investor compensation levy) are expected to be dispatched to applicants who applied on WHITE or YELLOW Application Forms, within three Business Days following the Listing Date (or any earlier date on which the Global Offering may be terminated). Applicants who apply for 200,000 or more Hong

Kong Public Offering Units and who have indicated that they wish to collect their refunds in person, will be able to do so in accordance with the terms and details specified in any relevant announcement notifying the grant of withdrawal rights.

Refunds for withdrawals (together with applicable brokerage, Hong Kong Stock Exchange trading fee, SFC transaction levy and investor compensation levy) to applicants who gave electronic withdrawal instructions to HKSCC are expected to be credited to the applicants' designated bank account or the designated bank account of the applicant's CCASS Broker Participant or CCASS Custodian Participant within three Business Days following the Listing Date (or any earlier date on which the Global Offering may be terminated).

If withdrawal rights are granted, applicants who applied through brokers, banks or other intermediaries should check with their brokers, banks or other intermediaries to establish the arrangements and timing for receipt of refunds for withdrawn applications.

Unsuccessful applicants and excess application monies

Wholly unsuccessful applicants do not need to withdraw and need take no action if withdrawal rights are granted.

Refund cheques in respect of wholly or partially unsuccessful applications (together with the applicable brokerage, Hong Kong Stock Exchange trading fee, SFC transaction levy and investor compensation levy) will be dispatched to the applicants concerned following the announcement of allocations to successful applicants (see the sub-sections headed "If an application for the Hong Kong Public Offering Units is successful (in whole or in part)" and "Refund of money — additional information" in the section headed "Further Terms and Conditions of the Hong Kong Public Offering" in this Offering Circular.

Once allocations have been announced, timing for dispatch of refund cheques in respect of wholly or partially unsuccessful applications will not be delayed or affected as a result of any granting of withdrawal rights to successful applicants.

Reallocation of Units originally allocated to applicants who withdraw

Units in respect of which withdrawal rights are exercised will be reallocated to investors under the International Offering and will not be reoffered under the Hong Kong Public Offering. This is due to the practical difficulties associated with reallocating these Units to investors as part of the Hong Kong Public Offering at a time when refunds for wholly or partially unsuccessful applications will have been made. The Manager believes that a second public application process for any Hong Kong Public Offering Units in respect of which withdrawal rights have been exercised would result in an unacceptable additional delay which would be unfairly prejudicial to investors who had not exercised the right to withdraw. Reallocation of Units will be made on the terms, and subject to the conditions, of the respective Underwriting Agreements. (See the sections headed "Underwriting" and "Structure of the Global Offering" in this Offering Circular.)

Effects on timetable for the Global Offering

If withdrawal rights are granted, it will be necessary to extend the timetable of the Global Offering to allow for withdrawal rights to be exercised. For example, based on the initial expected timetable set out in the section headed "Expected Timetable" in this Offering Circular, if withdrawal rights were granted and announced on Thursday, 24 November 2005 (being the date on which results of allocations are scheduled to be announced), the Listing Date would likely be postponed by at least 20 days, until 15 December 2005 or potentially later.

Any extension to the timetable for the Hong Kong Public Offering will require to be approved by the SFC and the Hong Kong Stock Exchange, and in any event the Listing Date will not be extended beyond 23 December 2005.

Missing Unit certificates and incorrectly completed Withdrawal Forms, etc.

In case of non-receipt of Unit certificates or Allocation Letters, or if Unit certificates or Allocation Letters are lost, destroyed or stolen, the Unit Registrar will provide a procedure for enquiries and replacements, details of which will be confirmed in any announcement notifying the granting of withdrawal rights.

Incorrectly completed Withdrawal Forms are liable to be rejected at the discretion of the Unit Registrar. If Withdrawal Forms are issued, they will include a space for optional insertion by applicants of a contact telephone number in case of query.

Further announcements

If the timetable for the Global Offering is extended, or if withdrawal rights are granted, an appropriate announcement(s) will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and in any other such newspapers or media as the Manager may determine.

Risks in relying on or exercising withdrawal rights

If withdrawal rights are granted, it will be the first time in a major Hong Kong public offering. Applicants and/or the Hong Kong Public Offering could be materially and adversely affected if these procedures fail to provide an effective means for applicants to exercise withdrawal rights on a timely basis or at all. See the risk factors set out in the section headed “Risk Factors — Risks from Future Challenge” in this Offering Circular.

SUMMARY OF WITHDRAWAL ARRANGEMENTS

The information in this summary should be read in conjunction with the more detailed information elsewhere in this section of the Offering Circular and in any relevant supplemental announcement

Applicants should note and read carefully any supplementary newspaper announcements in the South China Morning Post (in English) and Hong Kong Economic Times (in Chinese)

WHITE APPLICATION FORMS

- Successful applicants will receive Unit certificates following announcement of allocations
- To withdraw:
 - Collect Withdrawal Form at receiving banks
 - Complete and sign Withdrawal Form
 - Staple Unit certificate to Withdrawal Form
 - Deposit Withdrawal Form and Unit certificate at receiving bank before the deadline stipulated for the exercise of withdrawal rights
- Details of receiving bank branches at which Withdrawal Forms can be deposited and the deadline for the exercise of the withdrawal rights will be notified in supplemental newspaper announcements
- After withdrawal period:
 - Successful applicants who withdraw will receive refund cheques within three Business Days following the Listing Date (or any earlier date on which the Global Offering may be terminated)
 - Allocations to successful applicants who do not withdraw become effective on the Listing Date

YELLOW APPLICATION FORMS

- Successful applicants will receive Allocation Letters following announcement of allocations
- Units are not yet credited to CCASS accounts
- To withdraw:
 - Collect Withdrawal Form at receiving banks
 - Complete and sign Withdrawal Form
 - Staple Allocation Letter to Withdrawal Form
 - Deposit Withdrawal Form and Allocation Letter at receiving bank before the deadline stipulated for the exercise of withdrawal rights
- Details of receiving bank branches at which Withdrawal Forms can be deposited and the deadline for the exercise of the withdrawal rights will be notified in supplemental newspaper announcements
- Brokers, banks or other intermediaries are likely to require their clients to confirm instructions earlier than any deadline stipulated for the exercise of withdrawal rights. If withdrawal rights are granted, applicants who applied using YELLOW Application Forms through brokers, banks or other intermediaries and/or who had not provided their name and address on their Application Form should check with their broker, bank or other intermediary to establish the latest time on which they can give instructions for the exercise of withdrawal rights.
- After withdrawal period:
 - Successful applicants who withdraw will receive refund cheques within three Business Days following the Listing Date (or any earlier date on which the Global Offering may be terminated)
 - Successful applicants who do not withdraw will receive their allocations in CCASS on the Listing Date

ELECTRONIC APPLICATIONS VIA CCASS

- Successful applicants who are not CCASS Investor Participants instructing a CCASS Broker Participant or CCASS Custodian Participant on their behalf check their allocations with their CCASS Broker Participant or CCASS Custodian Participant
- CCASS Investor Participants check allocations via the CCASS Phone System or CCASS Internet System
- To withdraw:
 - CCASS Investor Participants give electronic withdrawal instructions direct to HKSCC via CCASS
 - Applicants who are not CCASS Investor Participants give instructions to their CCASS Broker Participant or CCASS Custodian Participant to give electronic withdrawal instructions to HKSCC via CCASS
- Applicants who give instructions to withdraw to brokers, banks or other intermediaries will likely need to give instructions to their brokers, banks or other intermediaries earlier than the published deadline for exercise of withdrawal rights.
- After withdrawal period:
 - Successful applicants who withdraw will receive refunds to their designated bank accounts, or the designated bank account of their CCASS Broker Participant or CCASS Custodian Participant broker or custodian, within three Business Days following the Listing Date (or any earlier date on which the Global Offering may be terminated)

- Allocations to successful applicants who do not withdraw will become effective on the Listing Date

INFORMATION AND ADVICE FOR APPLICANTS

APPLICATIONS THROUGH INTERMEDIARIES

- If withdrawal rights are granted, applicants who applied through brokers, banks or other intermediaries should check with their brokers, banks or other intermediaries to establish the latest time on which they can give instructions for the exercise of the withdrawal rights
- Brokers, banks or other intermediaries will likely require their clients to give instructions earlier than any published deadline for exercise of withdrawal rights
- Applicants who apply through an intermediary are advised to instruct their broker, bank or other intermediary **not** to aggregate their application with applications for other clients
- If withdrawal rights are granted, applicants who have applied through intermediaries are advised to check early with their brokers, banks or other intermediaries with respect to the procedures they must follow to withdraw, and not to wait until the last minute to give instructions

ALL APPLICANTS

- Applicants should note and read carefully any supplemental newspaper announcements in the South China Morning Post (in English) and Hong Kong Economic Times (in Chinese)
- In particular, applicants should read carefully the specific arrangements for withdrawal in any supplemental announcements
- In case of non-receipt of Unit certificates or Allocation Letters, or if Unit certificates or Allocation Letters are lost, destroyed or stolen, the Unit Registrar will provide a procedure for enquiries and replacements, details of which will be confirmed in any announcement notifying the granting of withdrawal rights
- Incorrectly completed Withdrawal Forms are liable to be rejected in the discretion of the Unit Registrar. If Withdrawal Forms are issued, they will include a space for optional insertion by applicants of a contact telephone number in case of query

Acknowledgements by investors

By completing and lodging an Application Form or giving electronic withdrawal instructions to HKSCC, each applicant represents, warrants and undertakes to each of the Manager and the Trustee (for the Manager's and Trustee's own benefit and, in each case, as trustee for The Link REIT and each of the Joint Global Co-ordinators and Underwriters and their respective affiliates) that:

- (a) the applicant applies for, and will acquire, Units with full knowledge of the possibility of Future Challenge and all associated risks;
- (b) the applicant applies for, and will acquire, Units with full knowledge of any and all matters and information pertaining to any actual or possible Future Challenge as set out or disclosed in this Offering Circular or subsequently announced as contemplated in this section, and all associated risks;
- (c) the applicant applies for, and will acquire, Units with full knowledge that: (i) the timetable for the Hong Kong Public Offering may be changed or extended, and the other terms and/or conditions of the Hong Kong Public Offering may be changed, by announcements published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese); however the Listing Date will not be extended beyond 23 December 2005 subsequent to the issue of this Offering Circular; and (ii) there can be no assurance that the Global Offering will proceed in all circumstances where a Future Challenge is made or

**POSSIBILITY OF LEGAL CHALLENGE AND RELATED TERMS AND
CONDITIONS OF THE GLOBAL OFFERING**

threatened, and irrespective of whether withdrawal rights may be (or may have been) granted;

- (d) the applicant acknowledges that no interest will be payable in respect of application monies, nor will any compensation be paid for any additional financing costs, (including any refunded application monies) on account of or following any extension to the timetable of the Global Offering or otherwise;
- (e) the applicant acknowledges that, in making any decision with respect to the Global Offering in light of any Future Challenge (or the possibility of any Future Challenge), the Manager shall be entitled to rely on legal advice received;
- (f) the applicant acknowledges that the market price and value of the Units may be adversely affected in the event that any Future Challenge is made or threatened;
- (g) the applicant acknowledges that if withdrawal rights are granted, it will be the first time such rights are granted in a major Hong Kong public offering and that there is no assurance that withdrawal rights will be capable in all cases of being exercised, or that withdrawal applications will be capable of being processed as envisaged in this Offering Circular or any relevant supplemental announcement; and
- (h) the applicant acknowledges that: (i) there can be no certainty, and no assurance can be given, that a Future Challenge will not succeed; and (ii) in the case where a Future Challenge were to result, subsequent to completion of the Global Offering, in an order by a Court of competent jurisdiction which, in the opinion of the Trustee and the Manager, materially and adversely affects The Link REIT's or Propco's use or ownership of the Properties, the Trustee and the Manager would be required to consider whether The Link REIT should be terminated and, in such circumstances, Unitholders may potentially receive substantially less than the amount of their original investment and may have no further entitlement beyond any final distribution received on termination and no further ability to participate in income or gains from the Properties.

An applicant or potential applicant for Units who is in any doubt concerning the possible effect of Future Challenge, or any of the possible consequences, whether referred to in this Offering Circular or otherwise, should consult his/her stockbroker, bank manager, solicitor, professional accountant or other professional adviser.