MULTIPLEX NEW ZEALAND PROPERTY FUND

MULTIPLEX
NEW ZEALAND
PROPERTY FUND

ARSN 110 281 055

PRODUCT DISCLOSURE
STATEMENT

MAY 2005

MULTIPLEX
CAPITAL

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IMPORTANT NOTICES

Multiplex New Zealand Property Fund

This PDS is dated 4 May 2005 and relates to the offer of Units in the Multiplex New Zealand Property Fund (ARSN 110 281 055) (the Fund) by Multiplex Capital Limited (ABN 32 094 936 866) (the Manager) to raise $40.4 million. The Manager may accept oversubscriptions.

An electronic version of this PDS appears at the following website: www.multiplexcapital.biz

It may also be reviewed on the website of other companies that hold an Australian Financial Services Licence.

The offer of Units under this PDS is only available to persons receiving this PDS (electronically or otherwise) within Australia. Applications for Units can only be submitted on the relevant original Application Form attached to or accompanying this PDS or accompanied by an electronic version of this PDS.

Responsible Entity and Custodian

The Manager is the responsible entity of the Fund and the issuer of the Units offered under this PDS. The Manager holds Australian Financial Services Licence number 223809 and is a wholly owned subsidiary of Multiplex Limited (ABN 96 008 687 063) (Multiplex).

The custodian of the Fund is Multiplex Funds Management Limited (ABN 15 105 371 917) (MFML), which is also a wholly owned subsidiary of Multiplex. MFML is not the issuer of this PDS, and makes no representation as to, and takes no responsibility for, the accuracy or truth of any statement or omission from any part of this PDS.

None of the Manager, MFML, the Multiplex Group or their associates or directors or members guarantees the success of the Fund, the repayment of capital or any particular rate of capital or income return. An investment in the Fund is subject to investment and other risks (see Section 13).

The Manager has not authorised any person to give any information or to make any representation in connection with the Offer which is not contained in this PDS. No such information or representation may be relied upon as having been authorised by the Manager in connection with the Offer.

Important Information

This PDS contains important information and investors should read it carefully. In preparing this document, the Manager did not take into account the investment objectives, financial or taxation situation or particular needs of any particular person. Before making an investment decision, investors should consider whether the investment is appropriate to their needs, objectives and circumstances. Investors are encouraged to obtain independent financial and taxation advice before making an investment decision.

The Corporations Act prohibits any person from passing on to another person the Application Form unless it is accompanied by or attached to a paper copy of this PDS or the complete and unaltered electronic version of this PDS. If you receive this PDS in electronic form you are entitled to obtain a paper copy (including the Application Form) free of charge by calling the Registry on 1800 766 011.

This PDS does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. The distribution of this PDS outside Australia may be restricted by law. Any persons who come into possession of this PDS outside Australia should seek advice on and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

Information contained in this PDS (and any supplementary PDS) may change from time to time. If the change will be materially adverse to the Offer, then in accordance with the Corporations Act the Manager will issue a supplementary PDS. However, if the change will not be materially adverse to the Offer, then the Manager will not issue a supplementary PDS.

Updated information will be continually available from the Manager's website at www.multiplexcapital.biz and upon request the Manager will provide a paper copy of any updated information free of charge.

This PDS is intended for use by persons investing directly in the Fund as well as persons investing indirectly in the Fund through an investor directed portfolio service (IDPS), IDPS-like scheme such as a master trust or wrap account, or through a nominee or custody service.

Certain terms used in this PDS have been defined and the definitions are set out in the Glossary in Section 16. That Section should be read in conjunction with the rest of this PDS.

Other than generic photos of Auckland CBD, photos in this PDS depict assets of the Fund or assets that the Fund has contracted to purchase.

Unless otherwise specified, references to dollar amounts are expressed in Australian dollars.

LETTER FROM THE MANAGING DIRECTOR

Dear Investor,

On behalf of Multiplex Capital Limited (the Manager), I am pleased to present to investors this offer of new Units in the Multiplex New Zealand Property Fund (the Fund).

The Fund was established during July 2004 and issued its first product disclosure statement (Original PDS) on 7 September 2004, which raised $57.1 million. The first portfolio of properties, purchased on 31 August 2004 and 1 September 2004, comprised seven retail, three industrial and one office property (First Stage Properties). The Manager has now secured an additional 11 properties (Second Stage Properties) at a purchase price of NZ$223.0 million with settlement due to occur on 31 May 2005 (Settlement Date). The Second Stage Properties have been independently valued by Colliers at NZ$237.6 million.

The Fund has performed well to date, meeting the 9.0% annualised income distribution forecast contained in the Original PDS for the period to 31 March 2005. The First Stage Properties were independently revalued by Colliers International New Zealand Limited on 31 March 2005. This has resulted in an increase in value of these properties of NZ$14.4 million, or 4.9%, in the first seven months of their ownership by the Fund.

Following settlement of the Second Stage Properties, the Fund will own a diversified portfolio of 22 New Zealand commercial property assets, with the key portfolio statistics being:

- geographic diversity across four property markets in New Zealand, being Auckland (87.5%), Christchurch (10.8%), Wellington (1.2%) and Hamilton (0.5%);
- diversity between the retail, industrial and office sectors;
- average weighted lease term (by income) across the portfolio of 8.1 years;
- occupancy rate across the portfolio of 99% by area; and
- exceptionally strong major tenant profile.

Pursuant to this PDS, the Fund is seeking to raise $40.4 million from investors although the Manager may also accept oversubscriptions in certain circumstances.

As at the date of this PDS (Issue Date), the Multiplex Property Trust holds 25% of the total Fund equity.

Pursuant to a subscription agreement with the Manager, Multiplex Property Trust will subscribe for an additional 18.9 million units on the Settlement Date in order to maintain its 25% ownership interest in the Fund. By making this additional investment, it represents a clear alignment of the Multiplex Group's interests with those of the Unitholders. It also demonstrates the Multiplex Property Trust's confidence in the underlying portfolio of property assets and the New Zealand property market.

Multiplex Acumen Property Fund will also subscribe for a further 18.9 million units in the Fund, thereby maintaining its 25% ownership interest in the Fund.

New Units will participate in distributions on a daily pro rata basis from the date they are issued. For investors under this PDS, the forecast annualised yield on new Units is 8.41% for the period to end 30 June 2005 and 8.88% for the year to end 30 June 2006 (based on an issue price of $1.07 per new Unit).

Distributions are also expected to be, on average, 81% tax-deferred for the period ending 30 June 2005 and 100% tax-deferred for the year to end 30 June 2006.

The yield and tax forecasts must be read in conjunction with the assumptions set out in Section 7 and the investment risks set out in Section 13.

I encourage you to read this PDS carefully and to submit your completed Application Form as soon as possible. If you have any questions, please contact your financial adviser or the Manager on (02) 9256 5700.

On behalf of my fellow directors, I commend to you an investment into the Fund, and look forward to welcoming you as a Unitholder.

Yours sincerely

Ian O'Toole
Managing Director
Multiplex Capital Limited

SUMMARY OF INVESTMENT

		Refer to
Forecast yield on new Units issued under this PDS at $1.07 per Unit	8.41% (annualised) for the 1 month ending 30 June 2005. 8.88% for the year to end 30 June 2006.	Sections 7.1 and 13
Tax-deferred distribution	81% for the 10 month period ending 30 June 2005. 100% for the year to end 30 June 2006.	Sections 7.7 and 13
Long term investment	An investment in the Fund should be viewed as long term. Unitholders will be offered the opportunity to exit the Fund during the September quarter of 2011.	Section 2.10
Limited liquidity	From 1 July 2006, the Manager will annually buy up to $5 million of Units from Unitholders who wish to exit the Fund, up to a maximum of $20 million.	Section 2.11
Minimum investment	10,000 Units and thereafter in 1,000 Unit multiples (except for existing Unitholders that have a Reserved Allocation for less than this amount).	Section 2.1
Unit price	As at the Issue Date, $1.07 per Unit.	Section 2.9 and 7.2
The Offer (assuming no oversubscriptions)	An offer of Units to raise $40.4 million	Section 6.1
Distribution frequency	Quarterly, commencing from the period ending 30 June 2005.	Section 2.8
Value of First Stage Properties at 31 March 2005	NZ$308.5 million	Sections 5 and 12
Purchase price paid on 31 August and 1 September 2004	NZ$294.1 million	
Value of Second Stage Properties at 30 April 2005	NZ$237.6 million	Sections 5 and 12
Purchase price to be paid on the Settlement Date	NZ$223.0 million	
Upon full subscription (and assuming no oversubscriptions) total funds raised		Section 7.3
– Equity	$195.2 million	
– Debt	$318.1 million	
As at the Settlement Date:		
Net tangible asset backing	$1.00 per Unit	Section 7.3
Loan to valuation ratio	63%	Section 8.1
Property assets	7 retail properties 3 industrial properties 11 office properties 1 car park	Sections 5 and 12
Average weighted lease term (by income)	8.1 years	Section 5.3
Sector diversification (by value)	17.1% retail; 64.6% office 18.0% industrial; 0.3% carpark	Section 5.3
Geographic diversification (by value)	87.5% Auckland; 1.2% Wellington 10.8% Christchurch; 0.5% Hamilton	Section 5.3

This is a summary only. Potential investors should read the entire PDS prior to making an investment decision.

SUMMARY OF PROPERTIES

First Stage Properties	Location	Sector	Purchase price (NZ$ m)	Valuation (NZ$ m)(1)	Valuation ($ m)(2)	Portfolio (%)	Major tenants
South City Shopping Centre(3)	Christchurch	Retail	40.0	43.0	40.1	7.9	The Warehouse, New World
Countdown Botany	Auckland	Retail	14.8	15.0	14.0	2.7	General Distributors Limited (GDL)
Countdown Lynfield	Auckland	Retail	12.1	12.7	11.9	2.3	GDL
Woolworths Grey Lynn	Auckland	Retail	8.7	9.1	8.5	1.7	GDL
Countdown Porirua	Wellington	Retail	6.5	6.7	6.3	1.2	GDL
Woolworths Papakura	Auckland	Retail	3.9	4.1	3.8	0.8	GDL
Foodtown Hamilton(4)	Hamilton	Retail	2.8	2.9	2.7	0.6	GDL
Mangere Distribution Centre	Auckland	Industrial	55.5	61.0	56.9	11.2	GDL
Wiri Distribution Centre(4), (5)	Auckland	Industrial	20.5	21.8	20.3	4.0	GDL
Christchurch Distribution Centre(5)	Christchurch	Industrial	15.4	15.7	14.6	2.9	GDL
ASB Bank Centre	Auckland	Office	113.9	116.5	108.7	21.3	ASB Bank, ING
Sub total of First Stage Properties			**294.1**	**308.5**	**287.8**	**56.6**	
Second Stage Properties							
Gen-i Tower	Auckland	Office	63.7	66.8	62.3	12.2	gen-i Ltd
Telecom House	Auckland	Office	55.5	59.1	55.1	10.8	Telecom New Zealand Limited
SAP Centre	Auckland	Office	19.4	21.8	20.3	4.0	American Express, Auckland Uniservices Ltd
Uniservices House	Auckland	Office	17.5	18.0	16.8	3.3	University of Auckland
12 Whitaker Place	Auckland	Office	0.7	0.7	0.7	0.1	University of Auckland
Telco Building	Auckland	Office	14.7	16.6	15.5	3.0	University of Waikato
The Plaza	Auckland	Office	10.5	11.3	10.5	2.1	Telecom New Zealand Limited
University Building	Auckland	Office	9.6	10.9	10.2	2.0	University of Auckland
76 Symonds Street	Auckland	Office	5.4	5.6	5.2	1.0	University of Auckland
Farmers Carpark	Auckland	Car park	1.4	1.5	1.4	0.3	gen-i Ltd
AIA House	Auckland	Office	24.6	25.3	23.6	4.6	New Zealand Inland Revenue Department
Sub total of Second Stage Properties			**223.0**	**237.6**	**221.6**	**43.4**	
Total of First and Second Stage Properties			**517.1(6)**	**546.1**	**509.4**	**100.0**	

(1) Based on the independent valuation in Section 12.
(2) Exchange Rate of NZ$1.00 to $0.9328 assumed.
(3) Includes a separate building known as 573-579 Colombo Street with a valuation of NZ$4.1 million.
(4) Perpetual leasehold property.
(5) The Wiri Distribution Centre and Christchurch Distribution Centre valuations include vacant land areas totalling NZ$3.0 million (NZ$1.0 million at Wiri Distribution Centre and NZ$2.0 million at Christchurch Distribution Centre). General Distributors Limited, as the lessee of these land areas, has a right to acquire them at NZ$3.0 million.
(6) The First Stage Properties were acquired at an exchange rate of NZ$1.00 to $0.9315, being $273.9 million. The Second Stage Properties are being acquired at an exchange rate of NZ$1.00 to $0.9328, being $208.0 million.

IMPORTANT DATES

Record Date:	29 April 2005, the date that an existing Unitholder's Reserved Allocation is calculated.
Settlement Date:	31 May 2005, the date the Fund acquires the Second Stage Properties. Also the expiry date of the Reserved Allocation.
Issue Date (Offer opens):	4 May 2005.
Offer closes:	The Offer will close on reaching full subscription of $40.4 million, subject to any oversubscriptions (see Section 2.2). Note, however, that full subscription does not have to be reached before new Units will be issued because the Fund will acquire the Second Stage Properties irrespective of the time at which money is raised under this PDS. There is no minimum subscription requirement under this PDS. **Investors are therefore encouraged to submit their applications as soon as possible.**
Unit allotment dates:	The first allotment date will be 1 June 2005. Thereafter, Units will generally be allotted on the first Business Day of each week. New Units will participate in distributions on a daily pro rata basis from the date they are issued.
Distribution payment dates:	Quarterly following the end of each September, December, March and June.

These dates are indicative only and may change. The Manager reserves the right to close the Offer at any time and without notice. The Manager may, at its discretion, issue Units on a day other than the first Business Day of each week.

WHAT POTENTIAL INVESTORS NEED TO DO

Potential investors wanting to participate in this Offer need to complete the following seven steps:

1. Read	Read this PDS in full, paying particular attention to Section 13 which sets out the risks associated with owning Units in the Fund.
2. Consider	Consider all risk factors and other information concerning the Fund. In particular, consider the unlisted and potentially illiquid nature of the Fund.
3. Consult	You may wish to consult a financial or other professional adviser before deciding to invest in the Units.
4. Complete	Investors should complete the Application Form attached to this PDS.
5. Application amount	Applications must be for at least 10,000 Units ($10,700 at $1.07 per Unit), except for existing Unitholders that have a Reserved Allocation that is less than this amount. Applications in excess of 10,000 Units must be in multiples of 1,000 Units ($1,070 at $1.07 per Unit).
6. Cheque payee	Cheques should be in Australian currency, crossed not negotiable and made payable to "MFML – NZ Applications Account".
7. Mail	The completed Application Form, together with a cheque, should be returned in accordance with instructions from your financial adviser or mailed to: Multiplex New Zealand Property Fund C/– Registries Limited, PO Box R67, Royal Exchange, Sydney NSW 1223.

SECTION 1
BENEFITS AND FUND FEATURES

1.1 MAJOR INVESTMENT BENEFITS

The major benefits of an investment into the Fund are:

Attractive income distribution

	1 month to 30 June 2005	1 July 2005 to 30 June 2006
Forecast yield on new Units[1]	8.41%[2]	8.88%

Please refer to Section 7 for full details of these forecasts and the assumptions on which they have been prepared and to Section 13 for the investment risks.

(1) Calculated on a Unit price of $1.07.
(2) Annualised yield.

Tax-deferred distributions

Forecast tax-deferred income of 81% for the 10 month period ending 30 June 2005 and 100% for the year ending 30 June 2006 (subject to the assumptions in Section 7).

Security of income and quality tenants

An average unexpired lease term (by income) across the Properties of 8.1 years. High quality tenant portfolio including General Distributors Limited, ASB Bank, Telecom New Zealand Limited, University of Auckland, the New Zealand Inland Revenue Department and ING – see Section 5.2.

High occupancy rate

The occupancy rate across the Properties is 99% by area.

Diversification

Twenty-two properties and approximately 165 tenants across the retail, industrial, office and carpark property sectors that are well located throughout the New Zealand commercial property markets of Auckland (87.5%), Christchurch (10.8%), Wellington (1.2%) and Hamilton (0.5%).

Defined exit strategy

The Constitution provides a defined exit strategy. Up to three months before 1 September 2011, the Manager will send a notice to each Unitholder asking them to advise whether they want to:

- Continue to own their Units for a further period specified by the Manager of no more than seven years (that is, Rollover the Fund); or
- Sell their Units or withdraw from the Fund. If Unitholders wish to sell or withdraw, then the Manager is obligated to ensure it is done and so may have to dispose of one or more of the Properties to meet its commitments.

Please see Section 2.10 for further details.

Limited liquidity

From 1 July 2006, there will be a $5 million per annum limited liquidity feature (up to a maximum of $20 million over the life of the Fund) provided by the Manager. Please see Section 2.11 for further details. Given the proposed exit scheduled for 2011 and the limited liquidity opportunity, Unitholders should consider an investment in the Fund as being long term.

Multiplex Property Trust, as a 25% owner of Units in the Fund, has forfeited its right to make use of the limited liquidity feature.

Alignment of Multiplex Group interest

As at the Issue Date, the Multiplex Property Trust owns 28.6 million Units which represents 25% of Units on issue. The Multiplex Property Trust has also entered into a Unit Subscription Deed pursuant to which it will acquire an additional 18.9 million Units on the Settlement Date. Once this Offer is fully subscribed, Multiplex Property Trust will own 25% of Units on issue.

Strength of Manager

Access to the strength and property experience of Multiplex Capital, the investment management arm of the Multiplex Group (which includes the Manager).

New Zealand management team

Multiplex intends to secure the services of the existing key members of the Auckland-based management team for the Second Stage Properties, who have extensive experience in all areas of property asset management.

Please see Section 9.5 for further details.

No stamp duty

No stamp duty is payable on the acquisition of property assets in New Zealand.

Regular income distributions

Income distributions will be paid quarterly direct to each Unitholder's nominated bank account. **Please note that distributions will not be paid by cheque.** The first distribution following the settlement of the Second Stage Properties will be paid for the period ending 30 June 2005. Investors whose applications are received and processed prior to 30 June 2005 will receive a distribution for the period ending 30 June 2005. The amount of the distribution will be pro-rated according to the number of days during the relevant period the Units are owned.

Potential for capital growth of Units

There may be capital growth in the value of Units. This is supported by the quality and location of the Properties, the security of the various lease covenants and possible future rental growth.

New Zealand property market

The fundamentals of the New Zealand economy and underlying property markets are sound. Please refer to Section 3 for further details.

Diversification through direct property

The Manager believes that direct property is an important part of a balanced investment portfolio. As the Fund is an unlisted trust that holds direct property assets, the returns from the Fund are directly linked to its underlying property assets and less influenced by other factors such as the stockmarket. Please refer to Section 4 for further details.

1.2 MAJOR FUND FEATURES

The major features of the Fund are:

Fund objective

To maximise Unitholder value by providing strong and secure tax-deferred income returns through investment in a quality diversified portfolio of New Zealand retail, industrial and office property assets.

Fund structure

An unlisted property trust (with a defined exit mechanism and limited liquidity feature) that will seek to acquire further New Zealand property assets through direct property acquisitions and indirectly through acquiring property securities (listed or unlisted).

Investment strategy

The Manager will only acquire further direct property assets in the Fund that are well leased with strong lease covenants, well located and provide Unitholders with a strong and secure income return. The Manager may acquire indirect property assets such as units in a listed or unlisted property trust.

Please see Section 6.8 for further details.

Existing property assets

Each of the Properties are operational, well located and leased to high quality tenants, the majority of whom are on long term leases. Investors into the Fund will therefore not be exposed to any properties that are either under construction or have large areas of vacant space.

Please see Section 5 for further details.

Fund borrowings

As at the Issue Date, the Manager has a loan facility of NZ$191.2 million, secured against the First Stage Properties. This represents a loan to valuation ratio of approximately 61%.

From the Settlement Date, the loan facility limit will be increased to NZ$350.0 million to facilitate the purchase of the Second Stage Properties. This facility will be secured against both the First and Second Stage Properties and represents a loan to valuation ratio of approximately 61%.

These borrowings will be non-recourse to Unitholders. This means that Unitholders are not at risk for any more than the equity subscribed by them on application plus any undistributed Fund income.

Please see Sections 8.1 and 8.2 for further details.

Interest rate hedging

To reduce the risk of Fund borrowings, the Manager will hedge 100% of the borrowings, fixing the interest rate on the Loan to 31 August 2009. This provides certainty to Unitholders and reduces the risk or exposure related to any interest rate movement on the Loan (excluding the Bank's lending margin) for the term of the hedge.

Please see Section 8.4 for further details.

Foreign exchange hedging

Cash flow from the Properties is generated in New Zealand dollars. To reduce the risk of any foreign exchange movements between the Australian dollar and New Zealand dollar, the Manager has entered into foreign exchange hedging in relation to 100% of the Fund's forecast future New Zealand cash flow, through until 30 July 2010.

Please see Section 7.6 for further details.

Valuation policy

The Manager will have each of the Properties independently valued at least once every three years. The Manager may cause any single property to be revalued earlier if it believes that there has been a significant change in the value of that property.

Superannuation funds

Superannuation funds may invest into the Fund, subject to the terms of the superannuation fund's trust deed.

SECTION 2
AN INVESTMENT IN THE FUND

2.1 MINIMUM INVESTMENT – NO MINIMUM SUBSCRIPTION

The minimum investment is for 10,000 Units except for those existing Unitholders that have a Reserved Allocation that is less than this amount. At a price of $1.07 per Unit, this equates to an investment of $10,700.

Applications for a higher number of Units must be in multiples of 1,000 Units (being $1,070 at $1.07 per Unit). The price per Unit may change while this Offer is open and if it does then the latest price will appear on the Manager's website (see Section 2.9 for information on the issue price of Units).

As the First Stage Properties have been acquired and the Second Stage Properties have been contracted, the Offer is not subject to receipt of any minimum level of applications. Applicants are therefore encouraged to apply as soon as possible to avoid disappointment.

2.2 OVERSUBSCRIPTION

The Manager expects to close the Offer once full subscription of $40.4 million is reached. However, if an investment opportunity which complies with the Fund's investment strategy (see Sections 5.6 and 6.8) presents itself before full subscription is reached, then the Manager reserves the right to acquire the assets for the Fund and to continue accepting subscriptions (over and above $40.4 million) for the purpose of funding that acquisition. The Manager will only accept oversubscriptions in the following circumstances:

(a) the NTA per Unit does not fall below $1.00, and

(b) the forecast distributions to Unitholders do not fall below the amount forecast (see Section 7.1).

For example, if the proposed property acquisition referred to in Section 5.6 occurred during the life of this PDS, then, to the extent any additional equity funding is required, oversubscription money may be used to partially settle the purchase.

2.3 EXISTING UNITHOLDERS

Unitholders that acquired Units pursuant to the Original PDS may subscribe for, and are guaranteed to be issued, additional Units up to 13 new Units at $1.07 for every 20 Units already held by them, so long as they apply on or before 31 May 2005. This amount is referred to as the Reserved Allocation for that Unitholder. Such Unitholders may apply for more Units than their Reserved Allocation, however, they cannot be guaranteed an allocation in excess of this amount.

Any Reserved Allocation Units not subscribed for by existing Unitholders by 31 May 2005 will be made available to other existing Unitholders and to new investors.

2.4 ISSUE OF UNITS

Units will be issued progressively, commencing on 1 June 2005 and thereafter usually on the first Business Day of each week. Unitholders will participate in distributions on a daily pro rata basis from the date of issue of Units for the respective quarter.

Other than the rights of existing Unitholders referred to in Section 2.3, the issue of Units will be at the absolute discretion of the Manager. The Manager may either issue a lower number of Units than that applied for, or not accept an application. In either case, the Manager will refund the portion of application monies related to Units which are not allotted. Interest will not be paid to applicants on application monies that are refunded.

2.5 ADVISER COMMISSIONS

Commissions may be paid out of the Manager's own funds to financial advisers or stockbrokers whose clients invest into the Fund. Financial advisers or stockbrokers must disclose to potential investors the amount of any commission or other benefits they will receive as a result of an investor investing into the Fund. See Section 10 for more information.

2.6 NO COOLING-OFF

Investors should note that, because the Fund has assets that are not liquid, there will not be a cooling-off period in relation to applications. Applicants will be deemed to have applied for the number of Units for which payment is made. Once an application has been lodged, it cannot be withdrawn.

2.7 ONLINE APPLICATIONS

A company that holds an appropriate Australian Financial Services licence may make the PDS available on its website and have an online application facility. Investors should follow the instructions of that company when making an application.

2.8 DISTRIBUTION POLICY

The first distribution to be paid in respect of Units issued under this PDS will be paid for the period ending 30 June 2005. Units issued will participate in distributions on a daily pro rata basis from the date of issue for the respective quarter.

Distributions beyond the initial distribution paid for the period ending 30 June 2005 will be made quarterly, as at the end of September, December, March and June and will be paid to Unitholders electronically directly into a nominated bank, building society or credit account. **Payments will not be made by cheque.** Payment of a distribution will, in general, occur within six weeks from the end of the relevant period.

Distributions will be based on the cash flow from operations of the Fund and may include a return of capital as determined by the Manager.

2.9 CALCULATION OF ISSUE PRICE FOR UNITS

The issue price of a Unit at the Issue Date is $1.07. This price has been calculated in accordance with the Constitution which provides as follows:

(a) A Unit must only be issued at an application price calculated as follows:

$$\frac{NAV - AI + TC}{\text{Units in issue}}$$

Where:

NAV = The net asset value of the Fund at the date Units are issued, further information on which is set out below.

AI = Accrued income. This is deducted because Unitholders are separately entitled to that income pro rata on a daily basis for the number of days of the income period for which Units are held.

TC = The transaction costs, which are the costs the Fund would incur if all of the Fund's assets were acquired afresh. These costs include all fees that would be paid to lawyers, consultants and the Manager on the acquisition of an asset by the Fund, costs incurred on raising debt facilities and other issue costs. This cost factor must be added to ensure the existing Unitholders are not disadvantaged by having paid all of the costs associated with establishing the Fund and acquiring the First Stage Properties. Given the period of time which has passed since the establishment of the Fund and the issue date of this PDS, some of those issue costs have been amortised and are not included in the calculation of transaction costs. This transaction cost amount is not paid to the Manager as a fee. Rather, the amount added remains part of the Fund for the benefit of the existing Unitholders.

Units in issue = The total number of Units which are on issue immediately prior to the issue of the Units for which the price has been calculated.

The issue price of a Unit may be rounded as the Manager determines, however the amount of rounding must not be more than 1% of the issue price.

In calculating the NAV the Manager may determine valuation methods and policies for each category of asset and change them from time to time. Where the Manager values an asset other than at historical cost, then the valuation methods and policies applied by the Manager must be capable of resulting in a calculation of the issue price that is independently verifiable.

Prior to issuing this PDS, the Manager has had all of the Properties valued to ensure that the main component of the NAV will be up to date. It is otherwise the Manager's policy to revalue the Properties at least once every three years, and in the event of a new acquisition, then the Manager intends to record its value at historical cost until it is revalued at a later date. Given that property is a relatively stable asset class over time, the Manager does not expect the issue price of a Unit to change before full subscription under this PDS is reached. However, the NAV is measured in Australian dollars and as such the Australian dollar value of the Properties can fluctuate due to exchange rate movements. There is no foreign exchange hedging in place in relation to the capital value of the Properties. This means the NAV could change even though the underlying value of the Properties remains stable in New Zealand dollars. If the New Zealand dollar appreciates relative to the Australian dollar, then the NAV will increase and vice versa. The Manager has calculated a Unit price of $1.07 for this fundraising in accordance with the Constitution. However, if the existing rate between the New Zealand dollar and Australian dollar varies materially, or anything else that may have a material impact on the NAV occurs before full subscription, then the issue price of a Unit will be recalculated and posted on the Manager's website. If the Unit price changes, then the minimum number of Units to be applied for will remain at 10,000 Units.

2.10 RIGHT TO WITHDRAW AND CALCULATION OF WITHDRAWAL PRICE

Up to three months before 1 September 2011, the Manager must send a notice to Unitholders giving them the option to withdraw from the Fund. However, the Manager may extend the period by up to 12 months to 1 September 2012 if the Manager reasonably believes that, to the extent Properties may need to be sold or valued in order to facilitate the exit by some Unitholders, then this would be unlikely to occur on terms which are in the best interests of all Unitholders if undertaken within the shorter time frame.

The notice must ask Unitholders to advise whether or not they want to continue to hold their Units or if they want to dispose of them. It will be possible for a Unitholder to hold some Units and elect to dispose of the balance, provided there is a minimum balance of 10,000 Units retained. If there would be less than 10,000 Units being held as a result of a Unitholder making an election, then the Manager may treat the election as being a request to dispose of all of the Unitholder's Units.

The notice will make it clear that if a Unitholder does not reply within one month of the date of the notice (or a longer time permitted by the Manager), then the Unitholder will be taken to be in favour of holding the Units for a further period of no more than seven years.

If Unitholders continue to hold their Units after 1 September 2011 (or any extended period), then the Manager will provide a further right to withdraw on the same terms within another seven years (subject to a possible extension of up to 12 months as applied to the initial seven year period). This process, which occurs at or around every seventh anniversary is referred to as a Rollover of the Fund. The obligation of the Manager to provide this Rollover and exit opportunity does not prevent the Manager offering other withdrawal opportunities throughout the term of the Fund, provided those opportunities occur within the terms of the Constitution and the Corporations Act. The Manager does not intend to make any withdrawal offers prior to 1 July 2006 (see Section 2.11) other than in relation to Founder Units as discussed in Section 6.7.

Importantly though, it is not intended for the Fund to be liquid and nor will there be any regular withdrawal facility available (other than the limited liquidity feature referred to in Section 2.11). An investment in the Fund should be considered to be long term (at least seven years).
The Manager does not presently intend to apply for the Units to be listed on any financial market such as the ASX.

Unitholders wishing to withdraw from the Fund at a Rollover point irrevocably appoint the Manager as their attorney for the purpose of offering their Units for sale or submitting a withdrawal request in relation to their Units. At the time the notice is sent, the Manager will provide Unitholders with all of the information the Manager considers they need to make a decision to hold or dispose of their Units, as well as any material which may be required by the Corporations Act. Unitholders should note that entities in the Multiplex Group or their associates may be a purchaser of Units from Unitholders who wish to withdraw, and the power of attorney expressly permits this to occur.

In the event the Manager cannot arrange for the purchase of Units or withdrawal of Units from liquid assets for Unitholders wishing to exit, the Manager will arrange for the sale of a property or properties in an orderly manner to facilitate the redemption of Units. The time frame for this will depend on the conditions of the New Zealand property market at that time and the ability of the Manager to source a purchaser at an appropriate price.

For Unitholders who wish to dispose of their Units, the price of each Unit will be the withdrawal price or any lesser amount agreed by the Unitholder if the Units are transferred to another party. The withdrawal price is:

$$\frac{\text{NAV} - \text{AI} - \text{TC}}{\text{Units in issue}}$$

Where:

NAV	=	The net asset value of the Fund at the withdrawal date. The method of calculating the NAV is set out in Section 2.9.
AI	=	Accrued income. This is deducted because Unitholders are separately entitled to that income pro rata on a daily basis for the number of days of the income period for which Units are held.
TC	=	The transaction costs, which are the costs the Fund would incur if all of the Fund's assets were sold. This must be deducted to ensure the remaining Unitholders are not disadvantaged by bearing all of the disposal costs. The transaction costs will therefore include fees that would be paid to lawyers and consultants, any fee payable to the Manager on the sale of an asset by the Fund, break costs on debt facilities relating to the asset and other selling costs. This transaction cost amount is not paid to the Manager as a fee. Rather, the deducted amount remains in the Fund for the benefit of the remaining Unitholders.
Units in issue	=	The total number of Units which are on issue at the time the withdrawal is effected.

When a withdrawal opportunity arises, the Manager will publish the withdrawal price on its website.

2.11 LIMITED LIQUIDITY

The Manager appreciates that some Unitholders may wish to exit from the Fund prior to 1 September 2011. The Manager will make an annual offer to each Unitholder to acquire their Units, commencing on 1 July 2006. The Manager undertakes to acquire Units of up to $5 million in value from Unitholders each financial year, up to a maximum commitment of $20 million over the life of the Fund. In the event that acceptances under an offer exceed $5 million per annum, the Manager will acquire Units from the participating Unitholders on a pro rata basis. The price of the Units the Manager is prepared to pay will be set out in that offer, as will all of the information the Manager considers the Unitholders need concerning the value of their Units and the prospects of the Fund. The Manager will also comply with any relevant provisions in the Corporations Act at the time the offer is made.

The Multiplex Property Trust will not sell its Units to the Manager pursuant to this offer.

The Multiplex Group has made a cash facility available to the Manager (in the Manager's personal capacity) to fund these acquisitions. The terms of the Unit Acquisition Facility Agreement are summarised in Section 14.5.

As an alternative to making the annual offer to acquire Units from Unitholders, the Manager may subscribe for Units in the Fund and then make those application monies available to meet a withdrawal offer. If the Manager makes a withdrawal offer (as opposed to buying the Units itself), then the withdrawal price will be as set out in Section 2.10.

2.12 FUND TERMINATION

Should the Fund be terminated, the net proceeds of the realisation of the Fund's assets (after allowing for actual and anticipated liabilities of the Fund and the expenses of the termination, including payment of any fees to the Manager) will be distributed to Unitholders in proportion to their holdings in the Fund.

2.13 SALE OR TRANSFER OF UNITS

Unitholders must comply with the provisions of the Constitution and the Corporations Act if they wish to transfer any of their Units. A transfer of Units must be in writing and signed by both the transferor and transferee (and stamped if required) before it is lodged with the Manager for registration.

The Manager is entitled to receive a fee in respect of administration costs incurred in transferring Units. This fee will be a maximum of 1% of the value of the consideration payable upon the transfer, with a minimum fee of $100.

The Manager will provide reasonable assistance to the extent it is lawfully able to do so, however Unitholders should note that the Corporations Act places restrictions on the Manager facilitating transfers of Units between investors.

2.14 FUND EXPENSES

The Fund's expenses will include (but are not limited to) registry, custodial, compliance, legal, audit, financial and accounting fees and the Manager's management fees as set out in Section 10.

2.15 REPORTING

Unitholder enquiries

Unitholders with enquiries can call the freecall number 1800 766 011.

Alternatively, Unitholders can log onto www.multiplexcapital.biz where any updates of information published by the Manager about the Fund will be posted.

Confirmation of investment

Shortly after allotment of Units, the Manager will send a statement confirming the amount of the investment, the date that Units were issued and the details of that Unitholding. Please note the Manager does not intend to issue certificates.

Distribution statements

Each Unitholder will receive a quarterly distribution statement setting out their income distribution entitlements.

Annual and half-yearly report

Following the end of each financial year, Unitholders will receive an annual report, including financial statements for the Fund. Each half-year, Unitholders will receive a half-yearly report.

Annual taxation information

Unitholders will receive an annual taxation statement for each financial year ending 30 June that will assist Unitholders when completing an Australian income tax return.

Continuous disclosure

The Fund is a disclosing entity as defined in the Corporations Act, and as such will be subject to regular reporting and disclosure obligations. In particular, annual financial reports, half-year financial reports and any continuous disclosure notices must be lodged with ASIC. Copies of those documents lodged with ASIC may be obtained from or inspected at an ASIC office, or alternatively any person may ask the Manager for a copy of any of these documents and copies will be provided free of charge within five days after receiving the request.

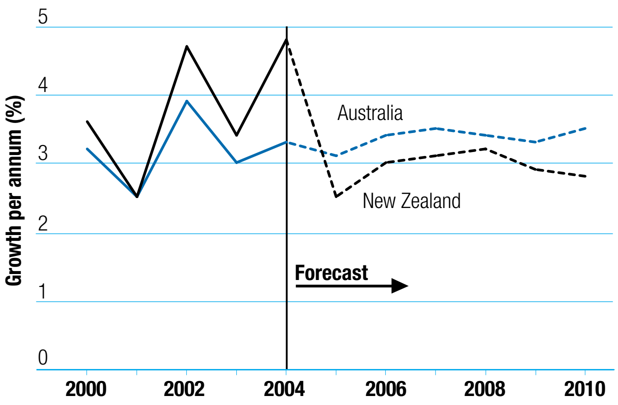
3 SECTION

NEW ZEALAND ECONOMY AND PROPERTY MARKETS

3.1 NEW ZEALAND ECONOMY

For the five calendar years to 2004, the New Zealand economy has recorded faster economic growth than the Australian economy. Over this period of time, the New Zealand economy has averaged 3.8% annual growth, compared to that of Australia at 3.2%. Moving forward, the New Zealand economy is forecast by Dimasi Strategic Research to achieve average annual growth of 2.9% per annum through until 2010.

Real GDP Growth



Source: Dimasi Strategic Research

The two key components to New Zealand's recent economic achievements have been exports and strong housing investment due to an increase in net migration. For the 2000 to 2003 fiscal years (the 12 months to March), real growth in gross exports amounted to 44% of the total increase in New Zealand's Gross Domestic Product (GDP). Net exports (the total of gross exports minus gross imports) achieved an average annual growth of 39% for the same time period, a pace that is more than 10 times as fast as GDP growth.

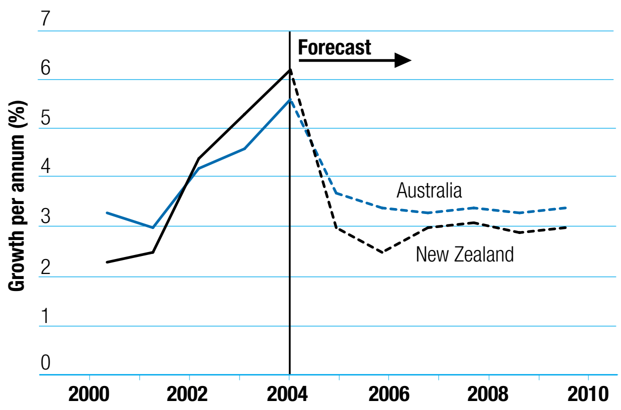
However, since 2003, the main source of growth has been investment in housing. From 2002 to 2004, the increase in housing investment has been responsible for 26% of the growth in real GDP. The impetus behind this increase in housing investment has been the turnaround in net migration into New Zealand.

From 1998 to 2000, New Zealand saw average annual net outflow of migrants of –8,900 people. From 2001 to 2004, the pattern reversed and New Zealand had an average annual gain in migrants of 24,500 people per annum. This represents a net turnaround of 33,400 people every year, equivalent to 0.8% of the population.

Not only did housing investment increase, so too have housing values. With the recent surge in migration, housing prices in the years to June 2003 and June 2004 have risen by 14.1% and 15.7%, respectively. In the seven months to January 2005, housing prices rose an additional 9.1%.

Given the surge in the New Zealand economy, household consumption has also experienced solid growth. The following chart shows the real growth in household consumption in both New Zealand and Australia from 2000 and the forecast growth to 2010. Whilst the forecasts for New Zealand are below those for Australia, independent economic research group Dimasi Strategic Research consider that this outlook is on the conservative side given New Zealand's recent history of exceeding market expectations.

Real Household Consumption Growth

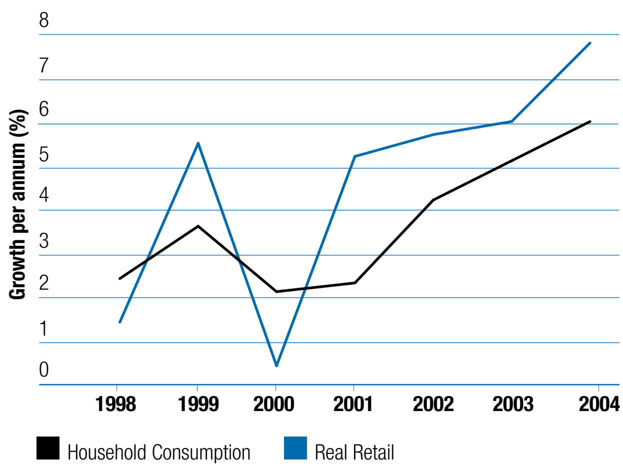


Source: Dimasi Strategic Research

Average growth in real household consumption expenditure in both New Zealand and Australia has averaged 3.9% per annum from 2000 through 2004.

Retail spending has also been equally strong in New Zealand. The following chart shows the comparison between the growth in retail trade and household consumption. Since 1998, retail trade has achieved growth rates that have either equalled or exceeded the growth in total household expenditure. Given the close correlation between these two series, the forecasts for consumption growth are considered by the Manager to be a good proxy for likely retail sales growth for the remainder of this decade.

Real Retail and Household Consumption Growth



Source: Dimasi Strategic Research

3.2 POPULATION

Currently, New Zealand has a total population of 4.06 million people. This is projected to increase to 4.10 million people by 2006 and to 4.30 million people by 2011.

Population growth for New Zealand over the medium term is therefore forecast at the same rate as Australia's, averaging 1.2% per annum to 2006.

New Zealand – Population Trends and Forecasts 1971-2016

Year	Population	Average Annual Increase	%
1971	2,894,450		
1976	3,161,200	53,350	1.8
1981	3,207,550	9,270	0.3
1986	3,338,850	26,260	0.8
1991	3,531,700	38,570	1.1
1996	3,732,000	40,060	1.1
2001	3,880,500	29,700	0.8
2006	4,113,000	46,500	1.2
2011	4,279,000	33,200	0.8
2016	4,439,000	32,000	0.7
Long Term Trend 1971-2016		**34,323**	**1.0**

Source: Dimasi Strategic Research

3.3 RETAIL PROPERTY MARKET

Turnover in the New Zealand retail market was approximately $32.6 billion in the 2004 calendar year (excluding car sales and turnover from bars, clubs and hotels). This compares to $180.3 billion for Australia.

The make-up of this turnover is remarkably similar to Australia's with:

— food sales accounting for roughly half the total retail market in both New Zealand and Australia;

— the distribution of retail food sales as between food/grocery and takeaways/cafes being broadly similar between the two countries; and

— the bulky goods categories accounting for a lower share of the New Zealand market compared with the Australian market.

Bulky goods retailing has experienced rapid growth in Australia in recent years and it would appear the same trend has not yet been as evident in New Zealand.

Department stores and discount department stores (DDS) represent a lower proportion of the market in New Zealand than in Australia, reflecting the absence from New Zealand of a true department store chain of the size and scale of David Jones or Myer in Australia.

The slow rate of development of full format DDS has enabled alternative retailers, and in particular, The Warehouse, to expand at a rapid rate. The Warehouse is a cross between a bulk retailer and a DDS in a limited size format. The Warehouse is the closest that New Zealand has to a national DDS operator having a presence in most of the major towns and cities in New Zealand.

With the limited competition from DDS and department stores, specialty stores in New Zealand are generally strong. In particular, the non-food specialty stores in New Zealand shopping centres usually trade at higher levels on a sales per square metres basis than is the case in Australian centres.

Retail floor space per capita in New Zealand has increased only marginally, from about 1.90 square metres in 1987 to 1.95 square metres in 2004. The limited growth reflects the slow rate of shopping centre construction in the late 1980s and early 1990s. This in turn was symptomatic of the low economic and population growth that occurred during this time.

In contrast, retail floor space per capita in Australia has increased significantly during the same period, from 1.75 square metres per capita in 1986 to the current level of 2.00 square metres. This reflects the sustained period of shopping centre development and expansion over this period.

3.4 INDUSTRIAL PROPERTY MARKET

The New Zealand industrial market has remained firm throughout all of 2004. Even though interest rates increased during the year, yields remained firm as investors and owner-occupiers were attracted to this sector due to its strong income flows and because these properties are considered to be a tightly held asset class.

After retail, industrial has been the second best performing sector. A strong economy with solid growth in household consumption has underpinned the business fundamentals driving demand for industrial space.

The New Zealand Property Council Investment Performance Index for the year to June 2004, indicated that total return for New Zealand industrial property was 13.97%. This compares to the 11.34% total return achieved for the year to June 2003. Looking at the returns for the Auckland market in particular shows that the regional figures are only marginally different from the national data for both years, 13.90% and 11.36%, respectively.

3.5 OFFICE PROPERTY MARKET

The premium grade office market in Auckland comprises approximately 15% of the total Auckland office market. In 2004, leasing activity was strong as existing tenants looked to increase their amounts of space. This uptake was driven by the fast growth in the economy which then flowed through to corporate profits. In turn, CBD businesses were capable of expanding and/or upgrading their offices to meet new demand and enhance productivity.

Auckland's office market is dominated by secondary properties, classified as grades B and C, which accounts for 70% of total office space. As such, vacancy rates for the prime properties, classified as premium and grade A, fluctuate as a move by a single tenant can cause distinct changes in the measured amounts of empty space. For example, in the downtown precinct for the second half of 2004, the overall vacancy rate fell by a third from the first half of the year to 7.3% as vacant space was absorbed in the general course of business.

Total returns for the year to June 2004 for all New Zealand CBD office property, according to the New Zealand Property Council Investment Performance Index, were 12.67%, up from 9.93% for the previous year. The figures for the Auckland CBD are 12.08% and 7.64%, respectively. The reason for each of these increases has been capital appreciation which was driven, in part, by Australian institutions seeking higher returns than those achievable in Australia.

SECTION 4

NEW ZEALAND DIRECT PROPERTY

4.1 NEW ZEALAND ECONOMY AND PROPERTY MARKET FUNDAMENTALS

The fundamentals of the New Zealand economy and underlying property markets are sound. The New Zealand economy is forecast by Dimasi Strategic Research to grow strongly, and with a stable political environment and well balanced direct property market, the New Zealand economy and property market is seen to have strong comparisons to the Australian economy and property markets.

4.2 PROPERTY AS AN ASSET CLASS

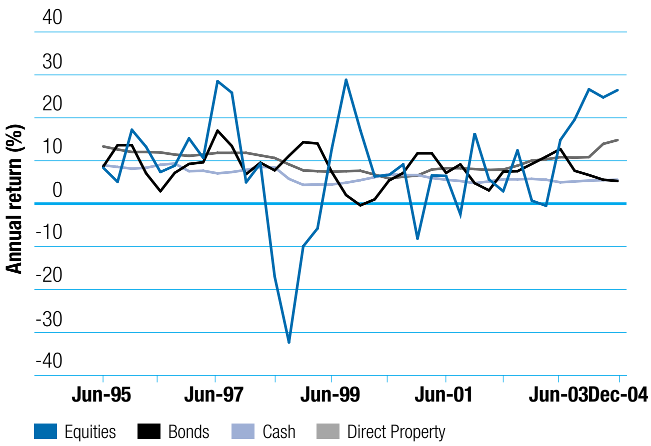
The Manager believes that property, as an asset class, is an essential part of any diversified and balanced investment portfolio. Direct property has consistently shown over time that it displays different return characteristics from other asset classes such as equities and bonds. These return characteristics have meant that since June 1994, New Zealand direct property has shown greater returns and less volatility in comparison to equities and bonds.

New Zealand asset class comparison

In Australia direct property offers significant diversification benefits when it forms part of a balanced investment portfolio. This is because different investment markets tend not to follow identical patterns in terms of their returns, due to their counter-cyclical behaviour.

This is as true for New Zealand as it is in Australia, as demonstrated by the following chart which shows the performance of the four major asset classes (equities, bonds, cash and direct property) since June 1994. **Investors should note that past performance is no indication of future performance.**

New Zealand Asset Class – June 1994 to September 2004



Source: Atchison Consultants (2005)

Correlation is a measure of how closely movements in one asset class reflect movements in another class.

A correlation of 100% means that the two asset classes move exactly like one another, whilst a correlation of –100% means the two asset classes move exactly opposite to each other. If two asset classes move neither like or unlike one another, they are said to have a correlation of 0%.

Direct property has a very low direct correlation to the performance of both equities (7%) and bonds (2%). This means that direct property is generally not subject to movements of the sharemarket and would be appropriate for an investor seeking investment portfolio diversification.

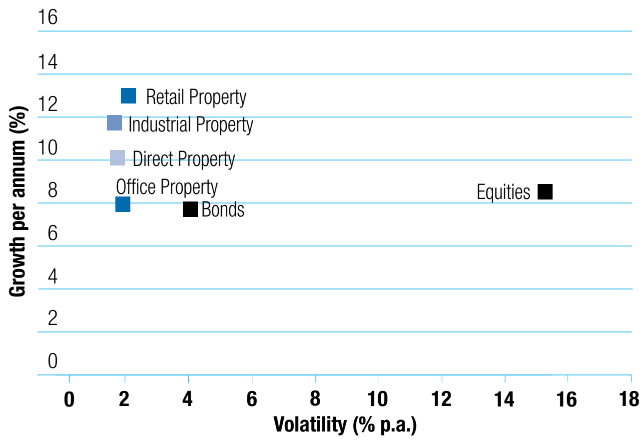
It is also evident from the previous chart that direct property has provided a stable and steady return over the period shown. The advantage of this is that returns from property have been consistent when the returns from other asset classes have been under pressure.

Risk versus return

Another way of considering the returns from New Zealand direct property is the risk versus return equation for direct property in comparison to other asset classes.

This is summarised in the chart below:

New Zealand Asset Class Performance – June 1994 to September 2004



Source: Atchison Consultants (2005)

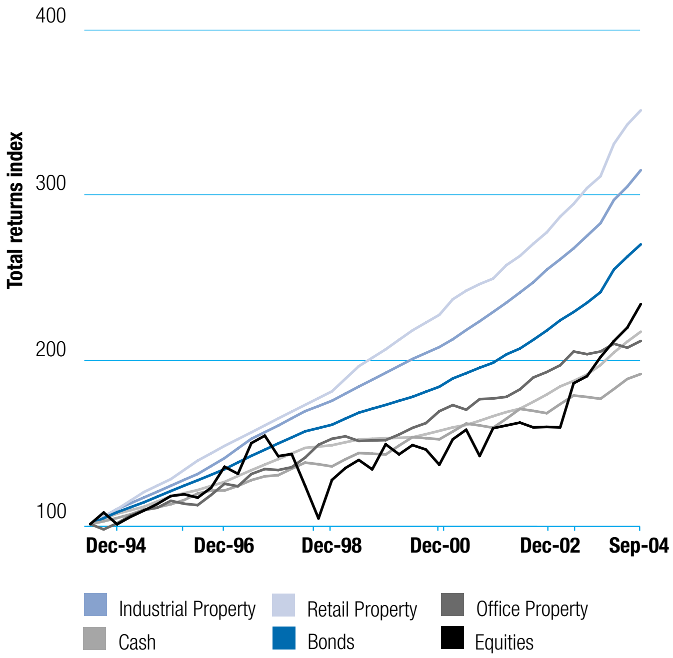
In the above chart, "Direct Property" is a blend of the individual returns from "Retail Property", "Industrial Property" and "Office Property".

What this chart shows is that New Zealand direct property has, over the period from June 1994 to September 2004, provided both higher returns and lower risk than equities, bonds and cash. **Investors should note that past performance is no indication of future performance.**

New Zealand property asset returns

The following chart summarises the returns (both capital and income) from New Zealand property in comparison to equities, bonds and cash. The returns from property are further detailed as between the retail, industrial and office sectors. The returns from retail and industrial property have significantly outperformed all other asset classes over this period of time, with the returns from office property closely following the returns from equities, bonds and cash.

New Zealand Asset Class Comparison – June 1994 to September 2004



Source: Atchison Consultants (2005)

4.3 OTHER PARTICULARS FOR THE NEW ZEALAND PROPERTY MARKET

Lower transactional costs – no stamp duty

There is no stamp duty on the transfer of property in New Zealand. This adds to the returns of investing in New Zealand. In Australia, stamp duty can add between 3.75% to 6.75% to the purchase price of a property asset. Assuming the same properties were in Australia, the stamp duty that would be payable on the purchase of the Second Stage Properties would be approximately between $7.8 million (using 3.75%) and $14.0 million (using 6.75%).

Attractive purchase yields

The average forecast income yield for the Second Stage Properties is approximately 9.0% for the 10 months to 30 June 2005. The income yield is a measure of the net property income that is forecast to be received from the Second Stage Properties in the first year as a percentage of the purchase price paid.

The Manager believes that if the same portfolio of properties was purchased in Australia, the equivalent yield would be between 8.0% and 8.5%.

Because of the Manager's lower estimated yield range for the assets in Australia, this would mean that a higher price would be expected to be paid for the same assets in Australia.

Potential for capital growth

The Manager believes that the Properties have the potential to deliver capital growth in the Unit value over the medium to longer term. This is based upon:

— potential for income growth through rent review provisions;

— the strong unexpired average weighted lease term (by income) across the portfolio of 8.1 years;

— quality property tenants throughout the portfolio of Properties;

— the strong outlook for the New Zealand economy combined with a stable political environment;

— sound fundamentals of the New Zealand property markets;

— lower transactional costs in New Zealand for the acquisition of the Properties; and

— increased demand from property buyers outside of New Zealand to buy assets offshore, thereby creating demand amongst potential purchasers of New Zealand property.

However, investors should note that there is no established secondary market for Units as the Fund is not listed.

SECTION
THE PROPERTIES

THE PROPERTIES

5.1 OVERVIEW

The portfolio is diverse both geographically and by sector. The portfolio is valued at NZ$546.1 million and comprises approximately 165 tenants in 22 properties spread between Auckland, Christchurch, Wellington and Hamilton.

The portfolio covers each of the traditional property sectors, namely retail, industrial and office property assets as well as a small exposure to car parks.

5.2 THE MAJOR TENANTS

	General Distributors Limited (GDL)	Telecom New Zealand Limited (Telecom NZ)	ASB Bank
Lease expiry	Between August 2016 and August 2024	Predominantly October 2006 through to November 2010	June 2013
Current % of property portfolio income	28.9%	16.0%	11.6%
Business description	GDL is a wholly owned subsidiary of Progressive Enterprises Limited (Progressive), a subsidiary of the ASX listed Foodland Associated Limited (market capitalisation of approximately $2.9 billion[(1)]). Progressive is New Zealand's second largest grocery provider. GDL trades in New Zealand under the Foodtown, Countdown and Woolworths supermarket banners.	Telecom NZ is a wholly owned subsidiary of the largest publicly listed company on the New Zealand Stock Exchange with a market capitalisation of NZ$11.8 billion[(1)]. The parent company, which is also listed on the Australian Stock Exchange, provides telecommunication services to New Zealand and Australian customers, generating revenues of approximately NZ$5.4 billion per annum, and employing over 8,000 staff.	ASB Bank is a wholly owned subsidiary of The Commonwealth Bank Group which is one of Australia's largest domestic banking and financial services organisations with a market capitalisation of approximately $47.2 billion[(1)].

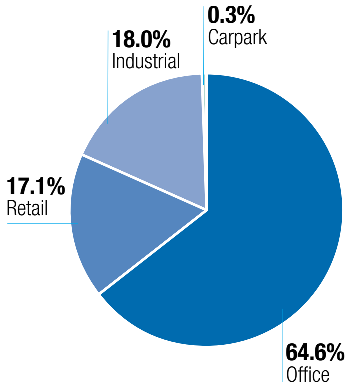
	University of Auckland	New Zealand Inland Revenue Department (IRD)	ING
Lease expiry	Between August 2010 and July 2012	December 2008	May 2010
Current % of property portfolio income	6.2%	3.1%	1.7%
Business description	The University of Auckland is New Zealand's leading university. Established in 1883, this research led, top-ranked and internationally recognised tertiary institution provides education to approximately 32,000 undergraduate students.	The IRD is a government body with the primary role of collecting taxes on behalf of the New Zealand government. The IRD operates from 17 cities and towns nationwide, and employs over 4,900 staff.	ING is a global financial institution of Dutch origin offering banking, insurance and asset management solutions to 60 million private, corporate and institutional clients in 60 countries.

(1) As at 28 April 2005.

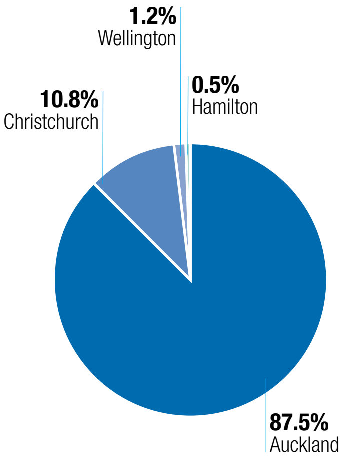
These tenants contribute approximately 67.5% of the net property income and represent an average weighted lease term across the portfolio of approximately 10.7 years (by income).

5.3 PORTFOLIO ANALYSIS

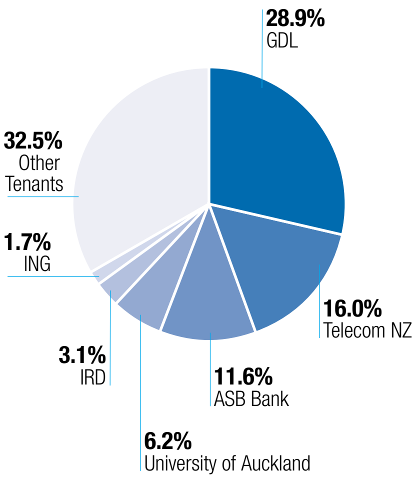
Sector Split (by value)



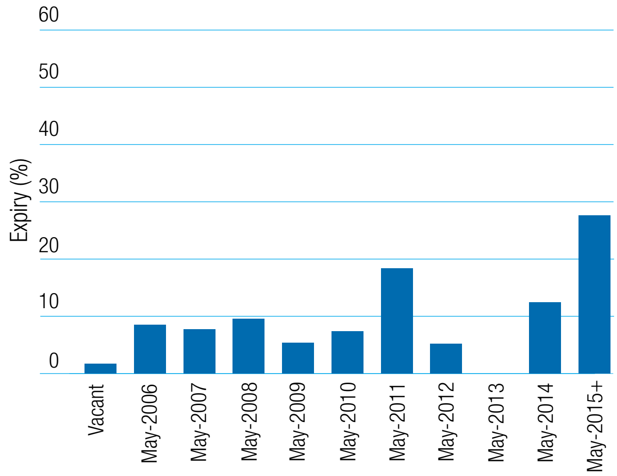
Geographic Split (by value)



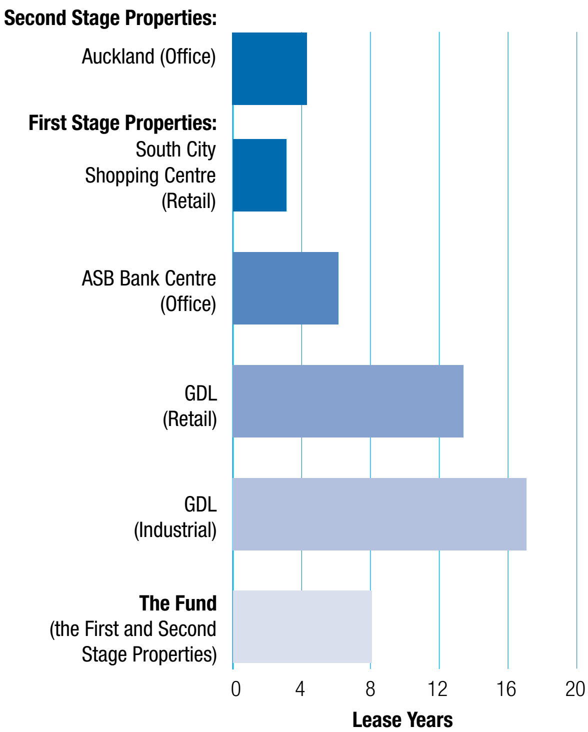
Tenant Mix (by income)



Lease Expiry Profile (by income)



Average Weighted Lease Term (by income)*



* Defined as the average number of years of net income secured by contractual lease agreements over the property.

5.4 DESCRIPTION OF FIRST STAGE PROPERTIES

ASB Bank Centre

Valuation Details	
Valuation	NZ$116.5 million
Valuer	Colliers International
Valuation Date	31 March 2005
Valuation per sqm of NLA (NZ$)	3,483
Valuation per sqm of land (NZ$)	33,022
Capitalisation rate (%)	8.13

Property Details	
Net lettable area (sqm) (approx.)	33,442
Land area (sqm) (approx.)	3,528

Tenancy Profile	
Occupancy (%)	99

Major Tenant	**ASB Bank**	**ING**
Area (sqm)	20,418	2,457
NLA (%)	61	7
Lease Expiry	June 2013	May 2010
Reviews	3 yearly to market	3 yearly to market

Location
The landmark ASB Bank Centre occupies a prominent position towards the south-western end of the Auckland CBD. The building is located on the upper end of Albert Street, and with its visual dominance of the city and the harbour, it makes an imposing contribution to Auckland's skyline. The site has frontages to Albert, Wellesley and Federal Streets and is in close proximity to key city services – the Aotea Performing Arts Centre, the Carlton Hotel and New Zealand's premier shopping thoroughfare in Queen Street.

Property description
ASB Bank Centre is a premium quality, landmark property. The building features four levels of basement parking, a prestige quality entry foyer and 30 levels of column-free office accommodation. The building has a central core allowing for tenant flexibility. Services are premium grade, including a full back-up emergency generator.

South City Shopping Centre(1)

Valuation Details	
Valuation	NZ$43.0 million
Valuer	Colliers International
Valuation Date	31 March 2005
Valuation per sqm of NLA (NZ$)	2,468
Valuation per sqm of land (NZ$)	1,136
Capitalisation rate (%)	9.07

Property Details	
Net lettable area (sqm) (approx.)	17,423
Land area (sqm) (approx.)	37,841

Tenancy Profile	
Occupancy (%)	100

Major Tenant	**The Warehouse**	**New World**
Area (sqm)	4,921	3,073
NLA (%)	28	18
Lease Expiry	April 2010	May 2011
Reviews	3 yearly to market	3 yearly to market

Location
The property is located on the southern fringe of the Christchurch CBD and has frontages to Colombo and Durham Streets. The site has a significant profile and is well placed to serve the high volume of passing traffic from the Christchurch work force. Colombo Street is the major commercial thoroughfare from the northern suburb of St Albans to the southern suburb of Cashmere Hills.

Property description
The property comprises a refurbished single level complex with associated open car parking. The fully enclosed centre was originally constructed in the late 1990s and extended in 1999 to accommodate The Warehouse and a New World supermarket. It offers 31 specialty shops, a six-tenant food court, six kiosks and five ATMs. Additionally there are three tenancies in the Colombo Street building and four tenancies in the Durham Street building.

(1) Includes a separate building known as 573-579 Colombo Street valued at NZ$4.1 million.

5.4 DESCRIPTION OF FIRST STAGE PROPERTIES (continued)

Countdown Botany

Valuation Details	
Valuation	NZ$15.0 million
Valuer	Colliers International
Valuation Date	31 March 2005
Valuation per sqm of NLA (NZ$)	2,571
Valuation per sqm of land (NZ$)	857
Capitalisation rate (%)	8.00
Property Details	
Net lettable area (sqm) (approx.)	5,833
Land area (sqm) (approx.)	17,506
Tenancy Profile	
Occupancy (%)	100
Major Tenant	**General Distributors Limited**(1)
Area (sqm)	5,833
NLA (%)	100
Lease Expiry	August 2019
Reviews	3 yearly to market

Location

The property is located on the corner of Ti Rakau Drive to the north and Te Irinangi Drive to the east, with frontages onto both boundaries. Both these arterial roads provide access to the Motorway system, with the Auckland CBD being approximately 20-25 minutes drive time.

Property description

The property comprises a large, modern purpose built, stand alone supermarket constructed in 2003, including offices, amenities and storage. A basement car park extends below the supermarket, providing approximately 138 covered car parks with an internal ramp access to the supermarket level. A further surface level car park provides space for an additional 245 car parking bays.

(1) 100% of the income from this property is secured by a head lease with General Distributors Limited, which is guaranteed by Progressive Enterprises Limited.

Countdown Lynfield

Valuation Details	
Valuation	NZ$12.75 million
Valuer	Colliers International
Valuation Date	31 March 2005
Valuation per sqm of NLA (NZ$)	2,294
Valuation per sqm of land (NZ$)	847
Capitalisation rate (%)	8.38
Property Details	
Net lettable area (sqm) (approx.)	5,558
Land area (sqm) (approx.)	15,053
Tenancy Profile	
Occupancy (%)	100
Major Tenant	**General Distributors Limited**(1)
Area (sqm)	5,558
NLA (%)	100
Lease Expiry	August 2019
Reviews	3 yearly to market

Location

The property is located on the corner of Hillsborough Road and The Avenue and is located within the Auckland city suburb of Lynfield. Hillsborough Road is a main traffic thoroughfare between the northern end of the south-western motorway and the suburbs to the north and west of Lynfield.

Property description

The property comprises a large purpose built Countdown supermarket over basement car parking, a strip of several smaller tenancies and an on grade sealed car parking area. Along the southern boundary of the site there are several smaller retail tenancies with frontage to the main car park area.

(1) 100% of the income from this property is secured by a head lease with General Distributors Limited, which is guaranteed by Progressive Enterprises Limited.

5.4 DESCRIPTION OF FIRST STAGE PROPERTIES (continued)

Woolworths Grey Lynn

Valuation Details	
Valuation	NZ$9.1 million
Valuer	Colliers International
Valuation Date	31 March 2005
Valuation per sqm of NLA (NZ$)	2,020
Valuation per sqm of land (NZ$)	812
Capitalisation rate (%)	8.00
Property Details	
Net lettable area (sqm) (approx.)	4,505
Land area (sqm) (approx.)	11,207
Tenancy Profile	
Occupancy (%)	100
Major Tenant	**General Distributors Limited**(1)
Area (sqm)	4,505
NLA (%)	100
Lease Expiry	August 2019
Reviews	3 yearly to market

Location

The property is well located on the corner of Richmond Road and Regina Street in Grey Lynn, approximately 10 minutes drive from Auckland's CBD. Development in the immediate locality varies from older established residential properties, to more modern infill developments and some smaller pockets of light industrial and retail uses.

Property description

These premises were originally constructed in 1979 and completely refurbished in 1998 for a Woolworths branded supermarket comprising a total rentable area of 4,374 square metres together with a separate internal tenancy of 131 square metres under sub lease to Unichem Pharmacy. In addition to the supermarket, there is associated warehouse and storage space over a secure staff basement car park incorporating first level offices, staff amenities and cafeteria.

(1) 100% of the income from this property is secured by a head lease with General Distributors Limited, which is guaranteed by Progressive Enterprises Limited.

Countdown Porirua

Valuation Details	
Valuation	NZ$6.7 million
Valuer	Colliers International
Valuation Date	31 March 2005
Valuation per sqm of NLA (NZ$)	1,769
Valuation per sqm of land (NZ$)	661
Capitalisation rate (%)	8.50
Property Details	
Net lettable area (sqm) (approx.)	3,787
Land area (sqm) (approx.)	10,143
Tenancy Profile	
Occupancy (%)	100
Major Tenant	**General Distributors Limited**(1)
Area (sqm)	3,787
NLA (%)	100
Lease Expiry	August 2016
Reviews	3 yearly to market

Location

The property is located within central Porirua, midway between the Megacentre to the north and North City Shopping Centre to the south. Porirua is approximately 20 kilometres north of Wellington City and is one of Wellington's northern most commercial centres. Situated on a predominantly level island site, the property has four frontages to Jellicoe Street, Norrie Street, Lyttleton Avenue and Parumoana Street.

Property description

The property comprises a purpose built standalone supermarket constructed in 1989 and recently refurbished to accommodate the new Countdown Supermarket design. There is provision for 228 car parks which are located within a tarsealed and landscaped car parking area around the supermarket.

(1) 100% of the income from this property is secured by a head lease with General Distributors Limited, which is guaranteed by Progressive Enterprises Limited.

5.4 DESCRIPTION OF FIRST STAGE PROPERTIES (continued)

Woolworths Papakura

Valuation Details	
Valuation	NZ$4.1 million
Valuer	Colliers International
Valuation Date	31 March 2005
Valuation per sqm of NLA (NZ$)	1,367
Valuation per sqm of land (NZ$)	462
Capitalisation rate (%)	9.00
Property Details	
Net lettable area (sqm) (approx.)	2,999
Land area (sqm) (approx.)	8,878
Tenancy Profile	
Occupancy (%)	100
Major Tenant	**General Distributors Limited[1]**
Area (sqm)	2,999
NLA (%)	100
Lease Expiry	August 2016
Reviews	3 yearly to market

Location
The property is located on the eastern side of Great South Road, approximately 500 metres to the north of the main retail strip of Papakura, an older established residential locality. Papakura is approximately 40 minutes drive from the Auckland CBD.

Property description
The property comprises a single level supermarket with mezzanine amenities and offices above with on site shared car parking. Two adjoining retail premises constructed circa 1960 and subsequently joined now form the Woolworths supermarket. The remainder of the site is tar sealed, providing parking for 269 cars.

(1) 100% of the income from this property is secured by a head lease with General Distributors Limited, which is guaranteed by Progressive Enterprises Limited.

Foodtown Hamilton

Valuation Details	
Valuation	NZ$2.9 million
Valuer	Colliers International
Valuation Date	31 March 2005
Valuation per sqm of NLA (NZ$)	921
Valuation per sqm of land (NZ$)	237
Capitalisation rate (%)	9.50
Property Details	
Net lettable area (sqm) (approx.)	3,148
Land area (sqm) (approx.)	12,228
Tenancy Profile	
Occupancy (%)	100
Major Tenant	**General Distributors Limited[1]**
Area (sqm)	3,148
NLA (%)	100
Lease Expiry	August 2016
Reviews	3 yearly to market

Location
The property is located on the northern corner of the intersection of Bryce and Tristram Streets on the fringe of the Hamilton City CBD. To the east of the property is the recently completed Hamilton City bus station. Tristram Street is one of the main streets in Hamilton City.

Property description
The property was originally constructed in 1981 and comprises an older style Foodtown supermarket design. The building has supplementary loading areas, storerooms and mezzanine offices and amenities. The car park provides approximately 224 level car spaces. The property is subject to a perpetually renewable lease in favour of the Fund (i.e. a leasehold property).

(1) 100% of the income from this property is secured by a head lease with General Distributors Limited, which is guaranteed by Progressive Enterprises Limited.

5.4 DESCRIPTION OF FIRST STAGE PROPERTIES (continued)

Mangere Distribution Centre

Valuation Details	
Valuation	NZ$61.0 million
Valuer	Colliers International
Valuation Date	31 March 2005
Valuation per sqm of NLA (NZ$)	935
Valuation per sqm of land (NZ$)	455
Capitalisation rate (%)	8.38
Property Details	
Net lettable area (sqm) (approx.)	65,274
Land area (sqm) (approx.)	134,071
Tenancy Profile	
Occupancy (%)	100
Major Tenant	**General Distributors Limited**
Area (sqm)	73,273
NLA (%)	100
Lease Expiry	August 2024
Reviews	3 yearly to market

Location

The property is located on the northern side of Favona Road, approximately 1.5 kilometres from the south-western motorway and approximately five minutes travel from Auckland International Airport in the suburb of Mangere. The property will benefit from increased accessibility to Manukau and Wiri with the proposed extensions and redirections of State Highway 20 to the south. The area immediately surrounding Favona Road comprises residential development and established industrial and commercial premises.

Property description

The property comprises a large integrated distribution centre and head office complex. It includes a new office building, completed to a high standard, extensive car parking and a significant area of hardstand to the rear of the site. The total building area of 65,274 square metres provides a site coverage of approximately 49%.

Wiri Distribution Centre

Valuation Details	
Valuation	
Distribution Centre	NZ$20.75 million
Vacant Land	NZ$1.0 million
Valuer	Colliers International
Valuation Date	31 March 2005
Valuation per sqm of NLA (NZ$)	614[1]
Valuation per sqm of land (NZ$)	288[1]
Capitalisation rate (%)	10.25
Property Details	
Net lettable area (sqm) (approx.)	33,786
Distribution Centre (sqm) (approx.)	72,068
Vacant land (sqm) (approx.)	83,048
Tenancy Profile	
Occupancy (%)	100
Major Tenant	**General Distributors Limited**
Area (sqm)	33,786
NLA (%)	100
Lease Expiry	August 2016
Reviews	3 yearly to market

Location

The property is located on the southern side of Kerrs Road, approximately one kilometre from the intersection with Great South Road, and is within close proximity to the Southern and Mangere Onehunga motorways. Auckland CBD is approximately 25 minutes drive from the property, while the Auckland International Airport is approximately 10 minutes drive to the west.

Property description

The property comprises a large scale distribution centre and warehouse with associated offices and amenities, and parking for 309 cars. There is a large area of hardstand adjacent to the warehouse. The total building area of 33,786 square metres provides a site coverage of approximately 47%. Separate to the Distribution Centre, the site also comprises vacant land over an area of 83,048 square metres which has been valued at NZ$1.0 million by Colliers. The property is subject to a perpetually renewable lease in favour of the Fund (i.e. a leasehold property).

(1) Distribution Centre only.

5.4 DESCRIPTION OF FIRST STAGE PROPERTIES (continued)

Christchurch Distribution Centre

Valuation Details	
Valuation	
Distribution Centre	NZ$13.7 million
Vacant Land	NZ$2.0 million
Valuer	Colliers International
Valuation Date	31 March 2005
Valuation per sqm of NLA (NZ$)	779[1]
Valuation per sqm of land (NZ$)	217
Capitalisation rate (%)	8.50
Property Details	
Net lettable area (sqm) (approx.)	17,595
Total land area (sqm) (approx.)	72,203
Tenancy Profile	
Occupancy (%)	100
Major Tenant	**General Distributors Limited**
Limited Area (sqm)	17,594
NLA (%)	100
Lease Expiry	August 2024
Reviews	3 yearly to market

Location

The property is located approximately 12 kilometres from the Christchurch CBD within the south-western suburb of Hornby. Access to the city is by way of major routes along Main South Road and Blenheim Road. The Christchurch industrial market is New Zealand's second largest (after Auckland) and serves as a central hub for the South Island.

Property description

The property was constructed in 1999 and comprises a modern, purpose built distribution centre, with associated warehouse and office facilities and car parking for 50 vehicles. The total building area of 17,595 square metres provides a site coverage of approximately 41%.

(1) Distribution Centre only.

5.5 DESCRIPTION OF SECOND STAGE PROPERTIES

Gen-i Tower

Valuation Details	
Valuation	NZ$66.8 million
Valuer	Colliers International
Valuation Date	30 April 2005
Valuation per sqm of NLA (NZ$)	2,961
Valuation per sqm of land (NZ$)	20,218
Capitalisation rate (%)	8.50
Property Details	
Net lettable area (sqm) (approx.)	22,561
Land area (sqm) (approx.)	3,304
Tenancy Profile	
Occupancy (%)	97
Major Tenant	**gen-i Ltd**
Area (sqm)	3,074
NLA (%)	14
Lease Expiry	February 2012
Reviews	3 yearly to market

Location
The property is located at 66 Wyndham Street on the corner of Federal and Hobson Streets. This is a prominent CDB location, being approximately 200 metres to the west of the Queen Street retail centre which is widely recognised as the core of the Auckland CBD. The property is also in close proximity to the Viaduct Harbour precinct and Princess Wharf which provides for a combination of entertainment areas, office accommodation, apartment dwellings and marina.

Property description
The property comprises a substantial office building which was completed in 1990. The building has 19 levels of office accommodation, ground floor retail accommodation and three basement levels of parking providing 191 car spaces. A feature of the building is the large canopy and colonnade area surrounding the ground floor and water feature on the corner of Wyndham and Hobson Streets. The upper floors of the building enjoy excellent views to the harbour and western elevation.

Telecom House

Valuation Details	
Valuation	NZ$59.1 million
Valuer	Colliers International
Valuation Date	30 April 2005
Valuation per sqm of NLA (NZ$)	3,773
Valuation per sqm of land (NZ$)	11,487
Capitalisation rate (%)	8.50
Property Details	
Net lettable area (sqm) (approx.)	15,665
Land area (sqm) (approx.)	5,145
Tenancy Profile	
Occupancy (%)	100
Major Tenant	**Telecom New Zealand Limited**
Area (sqm)	15,665
NLA (%)	100
Lease Expiry	November 2010
Reviews	Annually to CPI+1% Capped at 4%

Location
The property is situated to the eastern side of Hereford Street and Hopetown Street, approximately one kilometre to the south of Auckland's CBD. The property sits 50 metres from the Karangahape Road ridge, which is a major arterial road forming the southern boundary around the CBD periphery.

Property description
The property comprises a 15 level modern office building which was completed in 1989. The building has 11 levels of office accommodation and four levels of basement parking providing 463 car spaces. The interior of the building has been extensively refurbished to a high specification, with views from all levels of the building, predominantly to the north over the CBD and Waitemata Harbour.

5.5 DESCRIPTION OF SECOND STAGE PROPERTIES (continued)

SAP Centre

Valuation Details		
Valuation	NZ$21.8 million	
Valuer	Colliers International	
Valuation Date	30 April 2005	
Valuation per sqm of NLA (NZ$)	3,040	
Valuation per sqm of land (NZ$)	5,737	
Capitalisation rate (%)	9.00	
Property Details		
Net lettable area (sqm) (approx.)	7,170	
Land area (sqm) (approx.)	3,800	
Tenancy Profile		
Occupancy (%)	100	
Major Tenant	**American Express**	**Auckland Uniservices Ltd**
Area (sqm)	2,225	1,675
NLA (%)	31	23
Lease Expiry	January 2007	January 2011
Reviews	3 yearly to market	3 yearly to market

Location

The property is situated on the northern side of Symonds Street, at the eastern end of the Auckland CBD. Symonds Street is a major arterial road carrying traffic between the downtown Auckland precinct and leading to the southern fringe commercial and residential areas.

Property description

The property comprises a nine level modern office building which was completed in 1989. In addition there are five levels of parking providing 233 car spaces. The office accommodation is divided between podium and office tower and is orientated to take maximum advantage of the outlook and northerly aspect. The building is well serviced with two lift banks, concierge area and standby generator.

Uniservices House and 12 Whitaker Place

Valuation Details	
Valuation	
Uniservices House	NZ$18.0 million
12 Whitaker Place	NZ$0.7 million
Valuer	Colliers International
Valuation Date	30 April 2005
Valuation per sqm of NLA (NZ$)	2,419
Valuation per sqm of land (NZ$)	7,242
Capitalisation rate (%)	8.89
Property Details	
Net lettable area (sqm) (approx.)	7,729
Land area (sqm) (approx.)	2,582
Tenancy Profile	
Occupancy (%)	100
Major Tenant	**University of Auckland**
Area (sqm)	5,395
NLA (%)	70
Lease Expiry	October 2010
Reviews	3 yearly to market

Location

The properties, sharing the same site location and title, are situated on the eastern side of Symonds Street on the southern fringe of the Auckland CBD, being a short distance from the main campus of Auckland University. The properties have easy access to the main transport routes and motorway networks, with access to the southern motorway being approximately 400 metres to the south.

Property description

Uniservices House

The property comprises an 11 level office building which was completed in 1986. In addition there are three levels of basement parking providing 111 car spaces.

12 Whitaker Street

The property is a two level English suburban style dwelling constructed circa 1925. It has since been refurbished and enlarged in 1985 to provide office accommodation.

5.5 DESCRIPTION OF SECOND STAGE PROPERTIES (continued)

The Telco Building

Valuation Details[1]	
Valuation[1]	NZ$16.6 million
Valuer	Colliers International
Valuation Date	30 April 2005
Valuation per sqm of NLA (NZ$)	2,111
Valuation per sqm of land (NZ$)	13,344
Capitalisation rate (%)	9.00
Property Details	
Net lettable area (sqm) (approx.)	7,865
Land area (sqm) (approx.)	1,244
Tenancy Profile	
Occupancy (%)	85
Major Tenant	**University of Waikato**
Area (sqm)	1,013
NLA (%)	13
Lease Expiry	December 2005
Reviews	2 yearly to market

Location
The property is situated on the south-eastern corner of Federal and Kingston Streets at the western end of the Auckland CBD. Queen Street lies approximately 200 metres to the east while Viaduct Harbour is approximately 500 metres to the north. Access to the motorway systems are provided at Fanshawe Street to the northern motorway, while access to the southern and western motorways are approximately one kilometre to the south along Hobson Street.

Property description
16 Kingston Street comprises a 17 level office building which was completed in 1989, and 60 Federal Street comprises a four level office and retail building which was completed in 1987. A basement level, which is shared between the two properties, provides parking for approximately 41 cars.

(1) Colliers International has valued 16 Kingston Street and 60 Federal Street as a single property.

The Plaza

Valuation Details	
Valuation	NZ$11.3 million
Valuer	Colliers International
Valuation Date	30 April 2005
Valuation per sqm of NLA (NZ$)	2,408
Valuation per sqm of land (NZ$)	3,970
Capitalisation rate (%)	9.00
Property Details	
Net lettable area (sqm) (approx.)	4,692
Land area (sqm) (approx.)	2,846
Tenancy Profile	
Occupancy (%)	100
Major Tenant	**Telecom New Zealand Limited**
Area (sqm)	3,408
NLA (%)	73
Lease Expiry	March 2008/November 2010
Reviews	On renewal to market/annually to CPI capped at 2%

Location
The property is situated to the northern side of Karangahape Road to the north-western corner of the intersection between Howe Street and Hereford Streets, on the southern fringe of the Auckland CBD. The property has considerable street frontage and enjoys significant exposure to both pedestrian and vehicle traffic. Karangahape is a major arterial road forming the southern accesses of the outer CBD periphery of Auckland.

Property description
The property comprises an historic strip shop complex completed in the early 1900s and recently subject to a major refurbishment. It contains a variety of accommodation, comprising 22 street level retail and restaurant tenancies, and two levels of high specification office space. The building also provides basement level parking for 34 cars.

5.5 DESCRIPTION OF SECOND STAGE PROPERTIES (continued)

University Building

Valuation Details	
Valuation	NZ$10.9 million
Valuer	Colliers International
Valuation Date	30 April 2005
Valuation per sqm of NLA (NZ$)	2,142
Valuation per sqm of land (NZ$)	8,122
Capitalisation rate (%)	9.00
Property Details	
Net lettable area (sqm) (approx.)	5,088
Land area (sqm) (approx.)	1,342
Tenancy Profile	
Occupancy (%)	100
Major Tenant	**University of Auckland**
Area (sqm)	5,088
NLA (%)	100
Lease Expiry	July 2012
Reviews	3 yearly to market

Location

The property is situated on the eastern fringe of the Auckland CBD within a five minute walk to the centrally located Queen Street. The main campus of the University of Auckland is located a short distance away and the Auckland University of Technology is within reasonable proximity. The property has good access to main arterial roads providing links to the motorway systems and is also in close proximity to public transport facilities, including the new Britomart Transport Development.

Property description

The property comprises a nine level office tower originally completed in 1971, with seven office floors and two levels of parking providing 46 car spaces. The building was refurbished in circa 1995 for educational use. The upper office floors of the building enjoy views over the Auckland port area.

76 Symonds Street

Valuation Details	
Valuation	NZ$5.55 million
Valuer	Colliers International
Valuation Date	30 April 2005
Valuation per sqm of NLA (NZ$)	2,149
Valuation per sqm of land (NZ$)	6,160
Capitalisation rate (%)	9.50
Property Details	
Net lettable area (sqm) (approx.)	2,582
Land area (sqm) (approx.)	901
Tenancy Profile	
Occupancy (%)	100
Major Tenant	**University of Auckland**
Area (sqm)	2,582
NLA (%)	100
Lease Expiry	August 2010
Reviews	3 yearly to market

Location

The property is situated on the north-eastern corner of the intersection of Symonds Street, Wakefield Street and Whitaker Place, being a short distance from the main campus of Auckland University, on the southern fringe of the Auckland CBD. The property has easy access to the motorway network, with the southern motorway being approximately 400 metres to the south of the property.

Property description

The property consists of a high-rise office and car park development which was completed in 1975. The building consists of eight office floors and three levels of parking providing 60 car spaces. The upper floors of the building enjoy views to the north of Auckland CBD.

5.5 DESCRIPTION OF SECOND STAGE PROPERTIES (continued)

Farmer's Carpark

Valuation Details	
Valuation	NZ$1.55 million
Valuer	Colliers International
Valuation Date	30 April 2005
Valuation per car space (NZ$)	33,696
Valuation per sqm of land (NZ$)	n/a
Capitalisation rate (%)	9.00
Property Details	
Number of car spaces	46
Land area (sqm) (approx.)	n/a
Tenancy Profile	
Occupancy (%)(1)	87
Major Tenant	**gen-i Ltd**
Number of car spaces	25
Percentage of total car spaces (%)	54
Lease Expiry	February 2012
Reviews	3 yearly to market

Location

The property is situated in a prominent cental Auckland location with frontages to Wyndham Street and Hobson Street, being approximately 500 metres to the west of the central Queen Street retail centre and in close proximity to the Viaduct Harbour precinct.

Property description

The property comprises a multi-level car park building incorporating approximately 1,350 car parks and completed in the 1960s. The Fund has acquired 46 car spaces within the building. 31 car spaces are located on the underground basement level (contained within a single title), with the remaining 15 spaces located over levels two and three. The level two spaces are both secured and covered, and the level three spaces are secured but uncovered.

(1) Occupancy is calculated on the number of leased car spaces to the total number of car spaces held.

AIA House

Valuation Details	
Valuation	NZ$25.3 million
Valuer	Colliers International
Valuation Date	30 April 2005
Valuation per sqm of NLA (NZ$)	2,671
Valuation per sqm of land (NZ$)	8,821
Capitalisation rate (%)	8.50
Property Details	
Net lettable area (sqm) (approx.)	9,471
Land area (sqm) (approx.)	2,868
Tenancy Profile	
Occupancy (%)	100
Major Tenant	**New Zealand Inland Revenue Department**
Area (sqm)	7,466
NLA (%)	79
Lease Expiry	December 2008
Reviews	3 yearly to market

Location

The property is located in the Auckland north shore suburb of Takapuna, approximately eight kilometres from the Auckland CBD. Takapuna is the commercial and retail centre of the Auckland north shore region.

Property description

The property comprises a 17-level office tower completed in 1989, with 13 office floors and four levels of parking providing 189 car spaces. Two of the parking levels also comprise retail accommodation. The building's service core is centrally positioned to the western elevation, providing good natural light and views across urban areas to the ocean.

5.6 POTENTIAL ACQUISITION AND DISPOSAL

When acquiring those First Stage Properties previously owned by General Distributors Limited (GDL), a Multiplex subsidiary was granted a right of first refusal to purchase a new retail property in Howick, Auckland (Howick Retail Property) should GDL wish to sell at some time in the future. In addition, GDL was granted the right by the Fund to re-acquire certain industrial land in Christchurch and Wiri not utilised for GDL's distribution businesses (Incidental Industrial Land).

GDL has indicated that it is likely to offer the Howick Retail Property in the short term at a value in the vicinity of NZ$10.6 million and at a yield of circa 8.3% with a 12 year lease back to GDL (guaranteed by its parent company, Progressive Enterprises Limited). At Multiplex's request, the offer will be made to the Fund. In addition, GDL has indicated that it is likely to exercise its option to re-acquire the Incidental Industrial Land at an agreed price of NZ$3.0 million.

If the Howick Retail Property is offered to the Fund on the terms specified above, it is the Manager's current intention to purchase it on behalf of the Fund. It is the Manager's current intention to use a combination of all or some of the un-drawn portion of the loan facility specified in Section 8, any oversubscriptions and the proceeds of any sale to GDL of the Incidental Industrial Land, as it considers appropriate and depending upon the timing of the purchase, to fund the purchase of the Howick Retail Property.

In addition to the purchase of the Second Stage Properties, under the Sale and Purchase Agreement, the Fund will acquire a right of first refusal to purchase Lumley House (an office property in Auckland which adjoins the SAP Centre) in certain circumstances until 31 May 2006.

If these transactions eventuate they will have no material impact upon the forecast yield, the NTA per Unit, averaged weighted lease term (by income) and sector weighting for the Fund during the Forecast Period.

SECTION 6
DETAILS OF THE OFFER AND FUND STRUCTURE

6.1 PURPOSE OF THE OFFER

The Offer will raise $40.4 million, although the Manager may also accept oversubscriptions (see Section 2.2). At a Unit price of $1.07 per Unit, this will mean a total of 37.8 million Units will be issued. Proceeds of the Offer will be used by the Manager to redeem the Founder Units and, in part, to pay the establishment fee due to the Manager.

6.2 FOUNDER UNITS

Approximately 28.0 million Founder Units will be issued on the Settlement Date to partially fund the purchase price of the Second Stage Properties. Founder Units are not offered for subscription under this PDS.

6.3 PURCHASE FROM MULTIPLEX

A summary of the Sale and Purchase Agreement pursuant to which the Fund will acquire the Second Stage Properties is contained in Section 14.1. The vendor of the Second Stage Properties is Multiplex SPV, a wholly owned subsidiary of Multiplex. The purchase price being paid by the Fund for the Second Stage Properties is NZ$223.0 million, which is NZ$14.6 million less than the valuation of these properties of NZ$237.6 million as determined by Colliers International New Zealand Limited. Please refer to the valuation summary in Section 12.

The purchase price is however NZ$7.0 million greater than the purchase price of NZ$216.0 million to be paid to the original vendor for the Second Stage Properties by Multiplex SPV. Multiplex, as a guarantor to the sale contract with the original vendor, incurred significant transaction costs and risks at a stage when the Fund was not able to secure the Second Stage Properties.

Because of the nature of this transaction, Unitholders formally approved the transaction as between the Fund and Multiplex SPV at a meeting held on 20 April 2005.

6.4 SOURCE AND APPLICATION OF FUNDS

The table below assumes there will not be any oversubscriptions.

	At the Settlement Date ($ m)	Upon full subscription under this PDS ($ m)	Total ($ m)
Source of funds:			
Equity:			
Multiplex Property Trust	20.2(1)	–	20.2
Multiplex Acumen Property Fund	20.2(1)	–	20.2
Founder Units	30.0(2)	(30.0)	–
New Unitholders	–	40.4	40.4
Debt	143.3	–	143.3
	213.7	10.4	224.1
Application of Funds:			
Purchase price of Second Stage Properties	208.0	–	208.0
Property acquisition costs	2.4	–	2.4
Establishment fee:			
Property acquisitions(3)	–	2.7	2.7
Equity raising(4)	–	7.7	7.7
Issue costs	1.4	–	1.4
Debt establishment costs	0.5	–	0.5
Working capital	1.4	–	1.4
	213.7	10.4	224.1

(1) To be issued pursuant to the Unit Subscription Deeds – see Section 14.2.

(2) Founder Units issued pursuant to the Founder Unit Subscription Deeds, a summary of which is set out in Section 14.4.

(3) Portion of establishment fee for services provided in relation to the acquisition of the Second Stage Properties. This has been capitalised as part of the cost base of the Second Stage Properties in the Fund's statement of financial position.

(4) Portion of the establishment fee for services provided in relation to the raising of equity. This has been offset against contributed equity in the Fund's statement of financial position.

6.5 FUND STRUCTURE

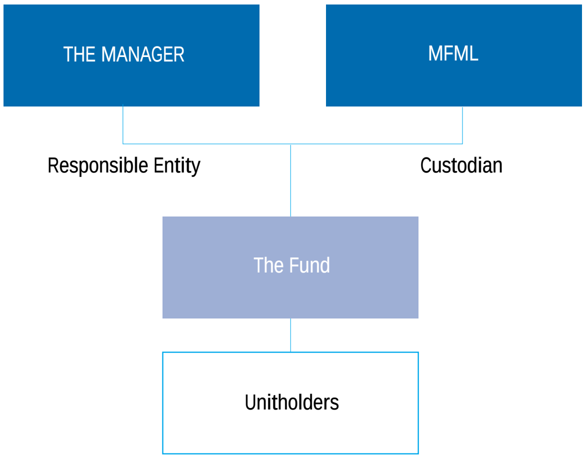
The Fund is an unlisted unit trust which, as at the Issue Date, owns 11 property assets in New Zealand (First Stage Properties) and has contracted to purchase an additional 11 New Zealand properties (Second Stage Properties) on the Settlement Date. It is intended the Fund may, subject to appropriate funding, acquire further New Zealand property assets that satisfy the Manager's investment strategy for the Fund (see Section 6.8).

The investment objective of the Fund is to maximise Unitholder value by providing strong and secure tax-deferred income returns through investment in a quality diversified portfolio of New Zealand retail, industrial and office property assets.

The Manager is the responsible entity of the Fund, and under the Constitution and the Corporations Act is responsible for managing the Fund on behalf of Unitholders.

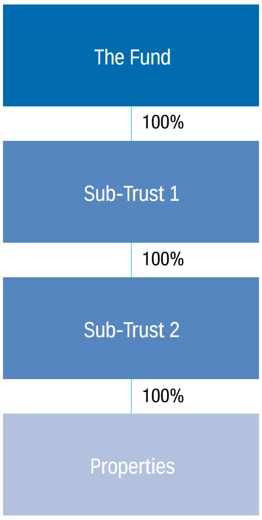
MFML is the custodian of the Fund and has entered a Custody Deed with the Manager, a summary of which appears in Section 14.6. Pursuant to the Custody Deed all scheme property (being the assets of the Fund) is held by MFML.

The structure of the Fund is shown below:



6.6 SUB-TRUST STRUCTURE

The First Stage Properties are held in the following structure:



The First Stage Properties are owned within Sub-Trust 2 with MFML as custodian holding legal title. Under this structure the full beneficial ownership of, and obligations in relation to, the First Stage Properties flow back to the Fund.

The Second Stage Properties will also be held in this structure as from the Settlement Date.

6.7 UNITHOLDERS IN THE FUND

As at the Issue Date, there are 114.3 million Units and nil Founder Units on issue in the Fund. The Unitholders are:

— 28.6 million Units held by the Multiplex Property Trust;

— 28.6 million Units held by the Multiplex Acumen Property Fund;

— 2.4 million Units held by the Multiplex Tasman Property Fund; and

— 54.7 million Units held by other existing Unitholders.

All Units were issued at a $1.00 per Unit and are fully paid.

On or before the Settlement Date, Units will be issued to the Multiplex Property Trust and the Multiplex Acumen Property Fund pursuant to the Unit Subscription Deeds (summaries of which are contained in Section 14.2) and Founder Units will be issued to Hyde Park and SPB pursuant to the Founder Unit Subscription Deeds summarised in Section 14.4. At this time, there will be 152.1 million Units and 30.0 million Founder Units on issue in the Fund as at the Settlement Date. The Unitholders will be:

— 47.5 million Units held by Multiplex Property Trust;

— 47.5 million Units held by the Multiplex Acumen Property Fund;

— 2.4 million Units held by the Multiplex Tasman Property Fund;

— 54.7 million Units held by other existing Unitholders; and

— 30.0 million Founder Units held by Hyde Park and SPB.

Founder Units will be issued to facilitate settlement of the Second Stage Properties. Founder Units have the same rights as normal Units except Founder Units are issued for $1.07 each and may be redeemed for $1.07 each by the Manager making selective withdrawal offers to the holders of Founder Units at any time. The Manager is not permitted to make any other specific Unitholder a withdrawal offer without making the same offer available to all Unitholders. The Manager will use funds raised from the issue of Units pursuant to this PDS to redeem the Founder Units.

Pursuant to this PDS, the Manager will issue sufficient Units to investors to raise a total of $40.4 million, although the Manager may accept oversubscriptions (as explained in Section 2.2).

Upon full subscription, and assuming no oversubscriptions are accepted under this PDS, the Unitholders in the Fund will be:

— 47.5 million Units held by the Multiplex Property Trust;

— 47.5 million Units held by the Multiplex Acumen Property Fund;

— 2.4 million Units held by the Multiplex Tasman Property Fund;

— 54.7 million Units held by other existing Unitholders; and

— 37.8 million new Units issued pursuant to this PDS held by new and existing Unitholders which may include the Multiplex Tasman Property Fund.

Upon full subscription, there will be no Founder Units on issue as all the Founder Units issued pursuant to the Founder Unit Subscription Deeds will have been redeemed by the Manager using funds raised under the PDS. The Manager may, in the future, issue Founder Units or another class of Units with different rights (e.g. preferred withdrawal rights) in order to facilitate further property acquisitions for the Fund.

6.8 ADDITIONAL PROPERTY ACQUISITIONS

The Manager will actively pursue additional direct property acquisition opportunities. Additional property acquisitions must:

— be located in an established New Zealand property market;

— not be a development property;

— predominantly comprise a retail, industrial, office or carpark property;

— be substantially leased to tenants who have a strong financial standing; and

— not dilute the Fund's net tangible asset backing per Unit.

In addition to direct property, the Manager may also acquire a minority equity interest or less than full ownership of any company, unit trust or other entity whose sole or predominant asset or assets are direct or indirect real property assets. The Fund's interests in such partly owned entities must not exceed 25% of the value of all of the Funds assets.

Should the Manager wish to acquire a property that does not fit the above criteria, it will only do so if Unitholders, by ordinary resolution, first approve the acquisition.

SECTION 7
FINANCIAL INFORMATION

The forecasts are based upon best estimate assumptions. They rely upon assumptions with respect to future business decisions which are subject to change. Events and circumstances often do not occur as anticipated and therefore actual results can differ from the forecasts. The property industry is subject to many external factors which can materially impact financial performance. Accordingly, the directors of the Manager cannot guarantee the achievement of the forecasts.

This Section provides details of:

- forecast distributions of the Fund for the 10 month period ending 30 June 2005 and the financial year ending 30 June 2006;
- source and application of funds associated with the Offer;
- pro-forma statement of financial position of the Fund as at 31 December 2004;
- key accounting policies;
- other key assumptions;
- foreign exchange hedging; and
- taxation implications for Unitholders.

7.1 FORECAST DISTRIBUTIONS OF THE FUND

Set out below are the forecast distributions for the 10 month period ending 30 June 2005 and the financial year ending 30 June 2006. The accounting policies and assumptions on which the forecasts are based are set out in this Section, Section 7.4 and Section 7.5.

Forecast operating cash flows	**Notes**	**10 months ending 30 June 2005[1] ($'000)**	**Year ending 30 June 2006 ($'000)**
Operating cash inflows			
Net property income	1	21,156	42,453
Interest income	2	241	278
Total operating cash inflows		**21,397**	**42,731**
Operating cash outflows			
Management fees	3	(613)	(1,151)
Other expenses	4	(97)	(201)
Total operating cash outflows		**(710)**	**(1,352)**
Operating cash flow before interest expense		**20,687**	**41,379**
Interest expense	5	(11,526)	(23,345)
Operating cash flow available for distribution	6	**9,161**	**18,034**
— First Stage Properties		8,515	10,406
— Second Stage Properties		646	7,628
Distribution – cents per Unit		9.00[2]	9.50
Distribution yield – new Units[3]		8.41%[2]	8.88%
Tax-deferred portion		81%	100%

(1) The forecast operating cash flows for the 10 months ending 30 June 2005 includes 10 months forecast operating cash flows from the First Stage Properties and one month of forecast operating cash flows from the Second Stage Properties. Unitholders that acquire Units under this PDS will be entitled to a share of the distribution from their allotment date.

(2) Annualised.

(3) The distribution yield for new Units is calculated on a Unit price of $1.07.

The operating cash flow is reconciled to the forecast profit attributable to Unitholders as follows:

Forecast profit	**Notes**	**10 months ending 30 June 2005 ($'000)**	**Year ending 30 June 2006 ($'000)**
Operating cash flow		9,161	18,034
Less non-cash expense items:			
Deferred component of management fee	3	(1,063)	(2,235)
Tax expense	7	(3,179)	(6,230)
Amortisation of debt establishment costs	8	(116)	(250)
Net profit after tax attributable to Unitholders		**4,803**	**9,319**

NOTES

Note 1 – Net property income

In forecasting net income from the Properties, the current rental and rent review provisions in respect of each tenancy were analysed and adjustments made to the passing rents to reflect anticipated variations upon rent review. Where leases provide for a CPI increase the key assumptions noted in Section 7.5 have been applied in relation to the CPI increase rate. Fixed percentage increases have been applied and market increases are based on the Manager's estimate of market rentals in the financial years 2004-2005 and 2005-2006. It is assumed vacancies that presently exist and/or vacancies which are likely to arise during the Forecast Period will be leased within 12 months. It has been assumed that new leases commence at prevailing market rates.

Recoverable operating expenses, which include rates, insurance, gardening, cleaning, repairs and maintenance, fire protection, and property management fees have been indexed at the assumed annual CPI rate. Recoveries of operating expenses have been calculated in accordance with the relevant lease provisions of applicable tenants.

Non-recoverable expenses have been indexed using the assumed annual CPI rate (refer Section 7.5).

Note 2 – Interest income

Interest on surplus funds held, pending distribution, has been calculated at 5% per annum.

Note 3 – Management fees

The Manager is entitled to management fees payable on the basis set out in Section 10.

The Manager may waive or defer all or part of the management fee in any particular year. The Manager has agreed to defer payment of its management fee to the extent necessary to meet forecast distributions over the Forecast Period. However, any amount of the management fee deferred will still be charged as a non-cash expense item in arriving at the Fund's net profit for that period.

In the event that the operating cash flow available for distribution results is an annual distribution in excess of 9.50 cents per Unit, the Manager may determine it is appropriate to recover any deferred fees out of such excess. Failing this, the Manager will be paid the balance of these deferred fees in the event of termination of the Fund, earlier sale of the Properties or upon a Rollover of the Fund.

Note 4 – Other expenses

Includes the Manager's estimate of costs associated with accounting, registry, tax and audit fees (escalated over the Forecast Period by the CPI assumption).

Note 5 – Interest expense

The Manager has fixed the interest rate on the portion of the loan funds to acquire the First Stage Properties at 7.37% and the portion of the loan funds to acquire the Second Stage Properties at 7.48% per annum through until 31 August 2009. These rates include the Bank's lending margin of 0.30% per annum and a line fee of 0.35% per annum.

Please refer to Section 8 for further details.

Note 6 – Distribution to Unitholders

The distributions will be based on the operating cash flows from the investment in the Properties after providing for all expenses and interest on borrowings. To the extent that this exceeds the Fund's net profit after tax, this will represent a return of capital for accounting purposes. The distribution yield for the 10 months ending 30 June 2005 has been annualised.

Note 7 – Tax expense

Tax expense is a non-cash item charged against the Fund's net profit as required for Australian Accounting Standards. Refer to Section 7.4 for further details on the Fund's income tax expense accounting policy. Due to the availability of tax depreciation allowances, no New Zealand tax is forecast to be payable by any sub-trust of the Fund over the Forecast Period.

Note 8 – Debt establishment costs

Debt establishment costs are deferred and amortised over five years. The amortisation will be a non-cash expense item charged to the Fund's net profit.

7.2 SOURCE AND APPLICATION OF FUNDS

The following table shows the source and application of funds raised under this PDS assuming full subscription and no oversubscriptions.

	NZ$'000	$'000(1)
Source of funds		
Equity from the issue of Units	86,651	80,831
Loan from the Bank	153,587	143,271
Total source of funds	240,238	224,102
Application of funds		
Purchase of Second Stage Properties	223,000	208,022
Establishment fee		
Property acquisition portion(2)	2,899	2,704
Equity raising portion(3)	8,251	7,697
Other property acquisition costs(4)	2,600	2,425
Loan establishment costs(5)	561	523
Issue costs	1,477	1,377
Working capital	1,450	1,354
Total application of funds	240,238	224,102
Net tangible assets (NTA) per Unit on allotment		$1.00
Unit price per Unit on allotment at the date of this PDS		$1.07

(1) Assumes an exchange rate of NZ$1.00 to $0.9328.
(2) Payable to the Manager for services provided in relation to the acquisition of the Second Stage Properties.
(3) Payable to the Manager for services provided in relation to the raising of equity. From this, the Manager is responsible for the payment of fees and commissions to investment advisers.
(4) Includes the costs of legal, structural, mechanical, fire, electrical, environmental, valuation, demographics, depreciation and accounting services in property investigations for the Fund.
(5) Payable to the financier and legal advisers in relation to the establishment of the loan facility to fund the acquisition of the Second Stage Properties.

7.3 PRO-FORMA STATEMENT OF FINANCIAL POSITION

The following sets out the pro-forma statement of financial position of the Fund as at 31 December 2004 assuming full subscription under this PDS, acquisition of the Second Stage Properties on the Settlement Date and making the other adjustments described below which reflect occurrences post 31 December 2004.

	Actual 31 December 2004 Reviewed ($'000)	Pro-forma adjustments ($'000)	Pro-forma 31 December 2004 ($'000)
Current assets			
Cash	8,841	6,533[1,3]	15,374
Other assets	1,180	–	1,180
Total current assets	**10,021**	**6,533**	**16,554**
Non-current assets			
Investment properties	276,158	228,217[2,3,4]	504,375
Debt establishment costs	700	523[3]	1,223
Other assets	156	–	156
Total non-current assets	**277,014**	**228,740**	**505,754**
Total assets	**287,035**	**235,273**	**522,308**
Current liabilities			
Other liabilities	13,822	–	13,822
Total current liabilities	**13,822**	**–**	**13,822**
Non-current liabilities			
Interest bearing liability	174,832	143,271[3]	318,103
Other liabilities	2,297	–	2,297
Total non-current liabilities	**177,129**	**143,271**	**320,400**
Total liabilities	**190,951**	**143,271**	**334,222**
Net assets	**96,084**	**92,002**	**188,086**
Unitholders funds			
Funds raised	109,158	86,010[1,3]	195,168
Issue costs	(11,180)	(9,074)[3]	(20,254)
Retained profits	(1,027)	–	(1,027)
Asset revaluation reserve	–	15,066[2,4]	15,066
Foreign currency translation reserve	(867)	–	(867)
Total Unitholders funds	**96,084**	**92,002**	**188,086**
NTA per unit	$0.89		$1.00
Interest bearing debt/total assets	61%		61%

Pro-forma adjustments

The pro-forma statement of financial position set out above has been prepared on the basis to illustrate the effect of the Second Stage Property acquisition as if it were complete as at 31 December 2004. Certain other pro-forma adjustments have been made to reflect occurrences post 31 December 2004 which would materially affect the financial position of the Fund.

The pro-forma statement of financial position is based on the reviewed statement of financial position of the Fund as at 31 December 2004.

The following pro-forma adjustments have been made:

Notes:

1. Final Unitholders funds raised post 31 December 2004

A pro-forma adjustment has been made to the statement of financial position of the Fund as at 31 December 2004 to reflect the receipt of the final equity receivable of $5.2 million from the first fund raising of the Fund under the original PDS.

This has been reflected by a pro-forma adjustment increasing Unitholders funds and cash by $5.2 million.

2. First Stage Property revaluation

A pro-forma adjustment of $6.9 million has been made to reflect the revaluation of the First Stage Properties.

This has been reflected by a pro-forma adjustment increasing investment properties by $6.9 million and increasing the asset revaluation reserve by $6.9 million.

3. Second Stage Property acquisition

Pro-forma adjustments have been made to the statement of financial position of the Fund as at 31 December 2004 to reflect the acquisition of the Second Stage Properties for $208.0 million and the funding of the acquisition.

This has been reflected by the following pro-forma adjustments increasing:

— the working capital cash balance by $1.3 million;

— investment properties by $208.0 million;

— debt establishment costs by $0.5 million;

— interest bearing liabilities by $143.3 million; and

— Unitholders funds by $71.7 million, reflecting an increase in the funds raised balance of $80.8 million offset by issue costs of $9.1 million.

4. Second Stage Property revaluation

A pro-forma adjustment of $8.2 million has been made to reflect the revaluation of the Second Stage Properties.

This has been reflected by a pro-forma adjustment increasing investment properties by $8.2 million and increasing the asset revaluation reserve by $8.2 million.

7.4 KEY ACCOUNTING POLICIES

This financial information has been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board, Urgent Issues Group Consensus Views, the requirements of the Constitution and the Corporations Act. The principal policies are described below:

Calculation of net profit before income tax expense

The Fund's net profit before income tax expense is calculated on the accrual basis of accounting and includes all income derived by the Fund after deducting expenses.

Income tax expense

The wholly owned sub-trust of the Fund which owns the Properties is liable to pay tax under New Zealand tax legislation at the current corporate tax rate of 33%. Tax effect accounting procedures are followed whereby the income tax expense of the subsidiary is matched with the accounting profit after allowing for permanent differences. The future tax benefit relating to tax losses will be carried forward as an asset only when the benefit is virtually certain of realisation. Income tax on cumulative timing differences is set aside to the deferred income tax or future income tax benefit account at the rates which are expected to apply when those timing differences reverse.

Depreciation of buildings, plant and equipment and capital incentive amortisation

The Fund does not charge depreciation on buildings and integral plant and equipment. The interests in buildings, plant and equipment are held by the Fund as an investment property, and so are continually maintained.

The Properties

The Properties will be initially brought to account at cost, which includes the costs of acquisition. Costs of acquisition include the Manager's estimate of fees and costs for professional services incurred by the Fund in procuring the Properties, and includes the portion of the Manager's establishment fee in relation to the acquisition of the Properties.

The costs of any subsequent developments and refurbishments of the Properties, including financing charges incurred during the period of development of refurbishment, will be capitalised.

The First Stage Properties have been independently revalued at 31 March 2005. The Second Stage Properties have been independently valued at 30 April 2005.

Beyond these dates, Fund properties will be independently revalued at least every three years with Manager updates every year. Independent revaluations will be conducted more frequently, if in the view of the Manager, there has been a material movement in value, either up or down.

Increments arising from the revaluation of the Fund's investment in the Properties will be transferred directly to an asset revaluation reserve, except to the extent that the increments reverse a revaluation decrement previously recognised as an expense in the profit and loss account, in which case they will be recognised as revenue in the profit and loss account for the period. Decrements from revaluations will be brought to account in calculating the operating profit or loss for the period, except to the extent that the revaluation decrement reverses a previous increment, in which case the decrement will be taken directly to an asset revaluation reserve. Any decrements from revaluations brought to account in the profit and loss for a period will be reversed in determining the distributable profit.

Offer costs

Costs including the portion of the Manager's establishment fee in relation to the equity raising and other establishment costs relating to the Offer will be recognised directly as a reduction from the proceeds of the issue of Units.

Debt establishment costs

Costs incurred in establishing the finance facility for the acquisition of the Properties will be capitalised and amortised over the shorter of five years or the term of the facility.

International Financial Reporting Standards

The adoption of Australian equivalents to International Financial Reporting Standards (IFRS) will be first reflected in the financial statements for the half year ending 31 December 2005 and the year ending 30 June 2006. The material changes that will be required to existing accounting policies are as follows:

— Investment properties: changes in the fair values of investment properties will be adjusted through the statement of financial performance rather than through the asset revaluation reserve of the statement of financial position.

— Tax effect accounting: accounting for income tax uses a balance sheet approach to calculate deferred tax balances (currently income statement method). The amount of deferred tax balances (assets and liabilities) may change.

— Financial instruments: all interest rate and foreign currency derivatives will be recognised at fair value in the statement of financial position, with changes in fair value during the period recognised in the statement of financial performance, or, if classified as an effective cash flow hedge, deferred in equity in a hedging reserve.

There are no forecasts of future valuations of properties or movements in the market values of derivatives as the directors do not believe there is any reasonable basis to make forecasts in relation to future capitalisation rates, property yields or general market conditions as these are matters outside their control. For these reasons, the directors are unable to accurately quantify the impact of the transition to IFRS on the forecast financial information. While the application of IFRS may introduce volatility into forecast financial information, in particular the potential volatility of movements in property values, this will not affect the operating cash flows and hence the distributions paid to Unitholders.

7.5 OTHER KEY ASSUMPTIONS

The distribution forecasts have been prepared based on various assumptions. Unitholders should appreciate that many factors which affect results may be outside the control of the Manager and experts who have provided information on which forecasts are based, or may not be capable of being foreseen or accurately predicted. As such, actual results may differ from the forecasts. The following assumptions represent the Manager's best estimates of anticipated future transactions and events, based on information and documentation currently available.

Valuation of Properties

The forecasts assume there will be no revaluation increments or decrements during the Forecast Period.

CPI assumption

New Zealand CPI has been assumed to be at a rate of 2.5% per annum.

Foreign exchange assumption

The forecast future cash flows exposed to New Zealand foreign exchange movements has been hedged through until 30 July 2010 using an exchange rate of NZ$1.00 to $0.91.

The purchase of the Second Stage Properties will be completed at an exchange rate of NZ$1.00 to $0.9328.

Goods and Services Tax (GST)

Where GST has been paid or is payable and an input tax credit is available, the expense has been shown net of GST. Where a full input for credit is not available, the expense includes an amount of non-recoverable GST.

Capital expenditure

The following capital expenditure has been assumed over the Forecast Period:

Property	10 month period ending 30 June 2005 ($'000)	Year ending 30 June 2006 ($'000)
First Stage Properties	445.3	603.4
Second Stage Properties	36.2	382.0
Total	**481.5**	**985.4**

The Manager intends to fund these costs using loan funds drawn from the existing loan facility. The existing loan facility has been increased to NZ$350.0 million of which NZ$343.0 million will be drawn down to partially fund the purchase price paid for the Second Stage Properties.

Taxation assumptions

Key assumptions in calculating the tax-deferred portion of income distributions are as follows:

— fund establishment expenses including equity raising costs, Fund establishment fees and other establishment costs are claimed over a five year period to the extent that this expenditure is not included in the cost of either the depreciating asset or that it is not deductible under another provision of the income tax law;

— borrowing expenses are amortised over the term of the Loan;

— for the purpose of these forecasts, the Manager has depreciated plant and equipment over the expected useful life of the plant and equipment using the prime cost method or diminishing value method, as appropriate;

— division 43 Building Allowances are calculated on a straight line basis at the prescribed rate of 2.5% per annum; and

— the Manager has provided for other adjustments as required to taxable income.

Other assumptions

Other assumptions made in preparing the forecasts include:

— the Offer is fully subscribed under this PDS and there are no oversubscriptions;

— there are no further equity raisings by the Fund;

— there are no changes in the property holdings of the Fund during the Forecast Period;

— there are no material changes in the indirect and direct tax regimes in Australia or New Zealand;

— there are no changes to regulations and legislation in Australia or New Zealand that would have a material impact on the Fund; and

— there is no material change in the competitive environment in which the Properties operate.

Where allowances and estimates are used, these are based on the Manager's knowledge and experience.

7.6 FOREIGN EXCHANGE HEDGING

In order to stabilise the income stream and reduce foreign exchange risk, the Fund has hedged 100% of the forecast future cash flows exposed to New Zealand foreign exchange movements using foreign exchange contracts.

The foreign exchange contracts hedged rates are as follows:

Year ending 30 June	Average Yearly Rate (NZ$1.00 = $)
2005[1]	0.91
2006	0.91
2007	0.91
2008	0.91
2009	0.91
2010	0.91
2011[2]	0.91

(1) The distributions from the Second Stage Properties are hedged for the period from 1 June 2005 to 30 June 2005.
(2) One month only to 30 July 2010.

7.7 TAX IMPLICATIONS FOR UNITHOLDERS

Unitholders will receive a distribution on their Units. The table below shows the estimated tax-deferred portion of the distribution per Unit in the Forecast Period.

Forecast tax-deferred portion of distribution

	10 Month period ending 30 June 2005	Year ending 30 June 2006
Tax-deferred portion	81%	100%

Tax-deferred distributions arise from property investments which attract building allowances, depreciation allowances and other tax timing differences. Tax-deferred distributions are generally not assessable when received, but reduce the Unitholder's cost base in its Units and thereby affect the Unitholder's capital gain/loss on disposal of its Units. If the cumulative total of the tax-deferred amounts received by a Unitholder were sufficient to reduce the Unitholder's cost base in its Units to nil, any further tax-deferred amounts received would be treated as capital gains.

Where New Zealand tax has been paid, this may result in cash distributions to Unitholders being reduced but foreign tax credits may be available to reduce Australian income tax otherwise payable.

For a summary of tax implications, refer to Section 12 for the PricewaterhouseCoopers Taxation Report.

Qualification

Due care and attention has been given to the preparation of the forecasts. However, forecasts by their very nature are subject to uncertainties and contingencies, many of which are outside the control of the Manager.

There can be no guarantee or assurance that the forecasts will be achieved and actual results may vary significantly from these forecasts.

The forecasts have been subject to review by PricewaterhouseCoopers Securities Ltd, whose Investigating Accountants' Report and Financial Services Guide is set out in Section 11.

8

SECTION

BORROWINGS

8.1 LOAN ARRANGEMENTS

As at the Issue Date the Manager has an existing loan facility with a limit of NZ$191.2 million from the Commonwealth Bank of Australia, New Zealand Branch (Bank) which was used to fund the purchase of the First Stage Properties. The Manager has arranged, by way of a conditional letter of offer, an increase of the existing loan facility to NZ$350.0 million. The facility will be drawn to NZ$343.0 million in order to partially fund the acquisition of the Second Stage Properties on the Settlement Date.

At the Issue Date, the loan to value ratio against the First Stage Properties will be approximately 61%. On the Settlement Date, the loan to value ratio against both the First and Second Stage Properties will be approximately 63%.

Operational capital expenditure totalling approximately $0.5 million has been forecast to be spent during the 10 month period to 30 June 2005 and approximately $1.0 million has been forecast to be spent during the year to end 30 June 2006.

8.2 SECURITY

The Bank's security will be limited to the assets and income of the Fund and include real property mortgages over the Properties. This means Unitholders are not at risk for any more than the equity subscribed by them on application (plus any undistributed income).

8.3 TERMS OF THE LOAN

The Loan commenced on 1 September 2004 and is for a term of five years on an interest only basis expiring on 31 August 2009. Upon maturity, the loan must be fully repaid. The Manager intends to negotiate an extension to this facility closer to the expiry of the term of the Loan.

The borrower and other entities providing security to the Bank have given various representations, warranties, covenants and undertakings to the Bank, including in relation to their corporate status and the Properties.

A default regime also applies to the Loan and any breach of this default regime may entitle the Bank to enforce its security and, amongst other things, the Bank may sell the Properties.

The major terms of the Loan are as follows:

Interest only facility

This means that the principal will not be repaid until the term of the Loan has been completed.

Interest

Interest at the rate being the sum of the margin 0.30% per annum and the applicable benchmark BKBM bid rate, for interest periods of one, two, three or six months as determined on the Reuters screen page BKBM as at 10.45am (Auckland time) of the rate set date will be calculated daily and payable at the end of each quarter (or such other period agreed to between the parties).

Line fee

0.35% per annum calculated on the facility limit. The fee is paid quarterly in advance with the first payment due on 31 May 2005.

8.4 INTEREST RATE HEDGING

In order to stabilise the income stream and reduce interest rate risk, the Manager has arranged a hedge for the full amount of the Loan (excluding the Bank's lending margin) to 31 August 2009, through an interest rate swap. Please see Note 5 in Section 7.1.

9 SECTION
MULTIPLEX GROUP, MULTIPLEX CAPITAL AND THE MANAGER

MULTIPLEX GROUP, MULTIPLEX CAPITAL AND THE MANAGER

9.1 MULTIPLEX GROUP

Multiplex was founded in 1962. The Group has grown strongly and resiliently over four decades and has endured a number of different property and economic cycles.

Multiplex Group is now a diversified property business, listed on the ASX, employing over 2,000 people across four divisions – investment management, construction, property development and facilities management. Multiplex Group's strong track record has given it an established brand with a reputation for quality, innovation and delivery of major projects – particularly large commercial, residential, retail and specialist design and construct projects.

As at 28 April 2005 the market capitalisation of the Multiplex Group was approximately $3.5 billion.

9.2 MULTIPLEX CAPITAL

Multiplex Capital is the investment management division of the Multiplex Group. Multiplex Capital includes Multiplex Capital Limited (the responsible entity of this Fund), Acumen Capital Securities Limited (the responsible entity of the ASX listed Multiplex Acumen Property Fund), Multiplex Investments Limited (the responsible entity of the Multiplex Development and Opportunity Fund), Multiplex Investment Funds Pty Ltd and Multiplex Funds Management Limited (the responsible entity of the Multiplex Property Trust) and has assets under management of over $4.0 billion.

9.3 THE MANAGER

Multiplex Capital Limited (referred to as the Manager in this PDS) is the responsible entity of the Fund and under the Constitution and Corporations Act, is responsible for managing the Fund on behalf of the Unitholders.

The Manager is a wholly owned subsidiary of Multiplex. It holds Australian Financial Services licence number 223809 which authorises it to operate and manage the Fund.

The Manager is also the responsible entity for:

- Acumen Diversified Property Trust (ARSN 089 901 495);
- Acumen Diversified Investment Trust (ARSN 089 901 691);
- Acumen Office Trust (ARSN 102 283 312); and
- 186 St Georges Terrace Property Syndicate (ARSN 097 787 472).

9.4 DIRECTORS

Andrew Roberts, Executive Chairman

Andrew Roberts is Managing Director and Chief Executive of Multiplex. During more than 19 years with Multiplex, Andrew has been directly involved in all operations of the business. Andrew currently provides strategic and operational leadership for the Multiplex Group. Andrew is also a director of Danae Resources NL, a company listed on the ASX, and Greenwich Resources plc, a company listed on the London Stock Exchange.

Ross McDiven, Executive Deputy Chairman of Multiplex, is the alternate director for Andrew Roberts.

Ian O'Toole, Managing Director

Ian O'Toole is Managing Director of the Investment Management division of the Multiplex Group which is referred to as Multiplex Capital.

Ian was formerly with ING Real Estate Asset Management Limited as Director – Property where he was responsible for the capital transactions and asset management of ING Industrial Fund and ING Office Fund and has over 22 years' experience in funds management and real estate.

Rob Rayner, Divisional Director – Funds Management

Rob Rayner has been involved in property funds management for more than 15 years and has extensive property and financial experience in both the listed and unlisted sectors of the funds management industry.

This experience has been gained through his previous employment within the Armstrong Jones (now ING Investment Management Limited) unlisted and listed property trust business.

Within the Armstrong Jones property funds management business he was the fund manager for unlisted and listed property trust portfolios with total property assets exceeding $500 million.

Dr Peter Morris, Independent Director

Dr Peter Morris is a recognised leader in the development and project management field having played a major role in the growth of professional project management as a specialist skill in Australia. Dr Morris's specialist skills are in the areas of establishing project delivery strategies, top level negotiation and the management of multi-stakeholder, high profile projects, management of major projects, strategy determination, financial assessment and feasibility studies, design management and review and development management. Dr Morris is currently a non-executive director of Galileo Funds Management Limited, the responsible entity of Galileo Shopping America Trust, a listed property trust owning retail assets in the USA.

Robert McCuaig, Independent Director

Robert McCuaig is Chairman, Advisory Board of Colliers International Property Consultants in Australia.

He was the founder of McCuaig & Co in 1967 then with David Collier, McCuaig & Collier, which in 1988 became the New South Wales office of Colliers International, a property services company which specialises in advice, marketing and management of office, industrial, hotel, retail and residential property.

He was a forerunner in the establishment of Colliers on a global basis, now a leading global professional property services group with 215 offices throughout Australia and the Asia Pacific, Europe, the Middle East, the Americas and Africa.

He has acted as property adviser to The University of Sydney, Westpac, Qantas Airways, Presbyterian Church, Sydney Port Authority, Benevolent Society of NSW, the State of New South Wales and the Commonwealth of Australia.

He is a director of St Vincents & Mater Health Sydney and a member of The Salvation Army Advisory Board.

Mike Hodgetts, Independent Director

Mike Hodgetts was responsible for the management of Rider Hunt both in Perth and Sydney and was Group Chairman of Rider Hunt from 1992 to 1996. He was National President of the Australian Institute of Quantity Surveyors from 2001 to 2003.

Mike is currently a director of the peer group body the Australian Construction Industry Forum. As a senior professional consultant he has extensive experience in development and construction, particularly in non-residential projects. In 1999-2000 he was President of the Rotary Club of Sydney.

9.5 NEW ZEALAND MANAGEMENT TEAM

The New Zealand management team was previously employed by AmTrust, the original vendor of the Second Stage Properties. As from the Settlement Date they will continue to provide property services in respect of the Second Stage Properties for three months after the Settlement Date. Multiplex intends to secure their services through a New Zealand domiciled Multiplex subsidiary before this three month period expires.

Peter Wall

As at the Issue Date, Peter Wall is the CEO of AmTrust Pacific Limited, New Zealand's largest privately owned property investment and management company, a position he has held for 15 years.

Peter's involvement in the property industry dates back to 1976 when he was Real Estate Manager for BP Oil, responsible for retail service station development and office and industrial developments for BP's pension fund. Following an eight year property role with BP, Peter spent six years in General Manager roles for publicly listed Owens Group and Brierley Cromwell running their property development, investment and management activities.

In 1990, Peter was offered the position of CEO with the then publicly listed City Realities Limited. The $450 million property company was privatised in 1997 and the name changed to AmTrust Pacific Limited.

Peter is past National President of the Property Council and has chaired the Property Council Building Awards judging panel for three years. He is widely regarded in the New Zealand business community and is a sought after speaker in his specialist field of property.

John McStay

John McStay graduated in 1986 from the University of Auckland with a Bachelor of Property Administration. After six months as Property Manager with Challenge Properties (a subsidiary of Fletcher Challenge), John joined what was then known as City Realties Limited and has remained with the company for 19 years through various name changes. John has participated in all aspects of property – development, asset and facilities management and project management.

John supports the property industry as a senior member of the New Zealand Property Institute and has assisted the University of Auckland by running the Stage 3 Advanced Property Management course for the property faculty for a period of three years from 2000 to 2002.

Kym Bunting

Kym Bunting graduated from the University of Auckland with a Bachelor of Property Administration degree in 1989. Following graduation, Kym joined the publicly listed City Realties Limited which subsequently became AmTrust Pacific Limited through various shareholding changes. During his 16 years of property industry experience, Kym has been involved in all aspects of facilities, compliance and asset management.

Kym has also been involved in the wider property community as an Associate of the New Zealand Property Institute, and part-time lecturer in Stage 3 Advanced Property Management at the University of Auckland.

SECTION 10
FEES AND EXPENSES

FEES AND EXPENSES

This table shows significant fees that may be charged to the Fund. None of these fees, other than the Unit transfer fee, are separately paid by Unitholders. Therefore all returns from the Fund will already have had these fees deducted.

Significant fees	Amount	How and when paid
Entry fee	Nil	Not applicable
Exit fee	Nil	Not applicable
Management fee: This fee is payable to the Manager for managing the Fund.	Up to 0.70% per annum of the Gross Value of Assets.	The fee is payable by the Fund monthly in arrears.
Other expenses: This is an estimate of the costs associated with the out-of-pocket expenses the Manager is entitled to recover.	Approximately $150,000 in the first full year.	These costs are repayable to the Manager as they are incurred on an ongoing basis from the assets and income of the Fund.
Custodial fee: This is a fee paid to the custodian (MFML) for holding property of the Fund and dealing with such property in accordance with instructions from the Manager.	When the Gross Value of Assets is greater than $500 million, a fee of 0.004% per annum of the Gross Value of Assets. When the Gross Value of Assets is less than $500 million, a fee of 0.006% per annum of the Gross Value of Assets subject to a minimum per annum fee of $10,000 (indexed to CPI) and a maximum of $20,000.	Payable by the Fund quarterly in arrears to the custodian.
Establishment fee: This fee compensates the Manager for the risks and expenses associated with raising equity and acquiring assets for the Fund. From this fee, the Manager will pay commissions in relation to subscriptions.	Up to 5% of the Gross Value of Assets acquired.	Payable by the Fund on the completion of purchase of assets.
Performance fee: This fee rewards the Manager if the value of Unitholders' equity has increased as at the time the performance fee is to be calculated.	2% of Gross Value of Assets to the extent the net asset value exceeds the capital subscribed (less any capital returns other than amounts returned as a distribution of operating cash flow). An additional fee of 2% of the Gross Value of Assets is payable provided Unitholders have achieved a 50% premium on capital subscribed (less any capital returns).	The performance fee is calculated each time there is a Rollover of the Fund or on sale of the Fund's assets prior to termination of the Fund. If a performance fee is payable, then it will be paid by the Fund within two months after it is calculated.
Property sale fee: This fee rewards the Manager for selling an asset (other than cash) from the Fund at a premium to its purchase price plus acquisition costs.	2% of the gross sale price but only to the extent this fee will not cause the net sale proceeds to fall below the purchase price plus all acquisition costs for the asset(s) sold. An additional fee of 2% is payable to the extent the net sale proceeds represent more than a 50% premium on the purchase price plus acquisition costs.	Paid by the Fund upon completion of the sale out of the proceeds of the sale.
Retirement fee: If the Manager is removed as responsible entity and is replaced by a new responsible entity then the Manager will be entitled to a fee for work done leading up to its removal.	2% of the Gross Value of Assets.	Paid by the Fund on the day before the removal takes effect.
Unit transfer fee: This is a fee in respect of administration costs incurred in transferring Units.	1% of the consideration of Units transferred, with a minimum fee of $100.	Paid by the transferring Unitholder at the time of submitting the transfer
Leasing fee: The leasing fee is payable on entry into a new lease, or the exercise of an option by an existing lessee, in relation to a property.	An amount not more than 8.5% of the gross proceeds for the first year of the new or extended term of a lease of premises that form part of a property.	Payable from the Fund upon the execution of a new lease or an extension of an existing lease

MANAGEMENT EXPENSE RATIO (MER)

The MER calculates the total fees and charges paid or payable by the Fund, including management fees, Custodian fees and other expenses chargeable to the Fund, as a percentage of the average total assets of the Fund.

	10 months ending 30 June 2005		Year ending 30 June 2006	
	$000's	%	$000's	%
MER – without deferral of management fee	1,772	0.72	3,587	0.69
MER – with deferral of management fee	710	0.29	1,352	0.26

COMMISSIONS AND AMOUNTS PAID TO ADVISERS

The Manager will pay commissions from its own funds. The Manager may pay commissions to persons in respect of subscriptions pursuant to this PDS as determined by the Manager.

The commissions may be structured as:

— an upfront payment of up to 4%;

— an upfront payment of up to 2% plus a trailing commission of up to 0.35% per annum until 31 August 2011; or

— a trailing commission of up to 0.65% per annum until 31 August 2011.

The Manager will pay commissions only to persons who hold an Australian Financial Services licence or are otherwise permitted by law to receive such payments.

NEGOTIABLE FEES

The Manager may, on an individual basis, negotiate with wholesale and other investors in relation to rebates on establishment and ongoing management fees in circumstances permitted by the Corporations Act or applicable relief granted by the ASIC. This includes the Manager rebating or waiving establishment, ongoing and transfer fees for employees of the Manager or employees of related bodies corporate of the Manager in circumstances where the number of votes that may be cast on a resolution of the Unitholders by employee members is no more than 5% of all votes of Unitholders. These rebates are payable by the Manager from its own fees and therefore do not affect the distributions to other Unitholders.
On occasion, the Manager may also choose to provide the rebate in the form of additional Units in the Fund, however this will not dilute the Fund's assets as no fee will be deducted by the Manager from the Fund in these circumstances.

GOODS AND SERVICES TAX

The fees and expenses set out in this Section 10 are exclusive of GST. Where GST is payable and an input tax credit is available, then the Fund will be credited with the input tax credit obtained from the relevant tax authority. For some fees and expenses a full input tax credit will not be available, in which case the fees and expenses includes an amount of non-recoverable GST.

SECTION 11
INVESTIGATING ACCOUNTANT'S REPORT AND FINANCIAL SERVICES GUIDE

PRICEWATERHOUSECOOPERS

PricewaterhouseCoopers Securities Ltd
ACN 003 311 617
ABN 54 003 311 617
Holder of Australian Financial Services Licence No 244572

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Direct Phone 61 2 8266 2740
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The Board of Directors
Multiplex Capital Limited
as responsible entity for Multiplex New Zealand Property Fund
1 Kent Street
SYDNEY NSW 2000

4 May 2005

Dear Directors

INVESTIGATING ACCOUNTANT'S REPORT ON FORECAST FINANCIAL INFORMATION AND FINANCIAL SERVICES GUIDE – MULTIPLEX NEW ZEALAND PROPERTY FUND (THE FUND)

We have prepared this report on forecast financial information of Multiplex New Zealand Property Fund (the Fund) for inclusion in a Product Disclosure Statement dated on or about 4 May 2005 (the PDS) relating to the issue of units in the Fund (the Offer).

Expressions defined in the PDS have the same meaning in this report.

The nature of this report is such that it should be given by an entity which holds an Australian Financial Services licence under the Corporations Act 2001. PricewaterhouseCoopers Securities Ltd is wholly owned by PricewaterhouseCoopers and holds an appropriate Australian Financial Services licence.

Scope

You have requested PricewaterhouseCoopers Securities Ltd to prepare an Investigating Accountant's Report (the Report) covering the following information:

(a) forecast financial performance and operating cash flows of the Fund for the period to 30 June 2005 and the year ending 30 June 2006;

(b) the proforma Statement of Financial Position of the Fund as at the date the Offer is completed

(collectively, the Forecasts)

This Report has been prepared for inclusion in the PDS. We disclaim any assumption of responsibility for any reliance on this Report or on the Forecasts to which it relates for any purposes other than for which it was prepared.

Scope of review of Forecast financial information

The directors of Multiplex Capital Limited (the Responsible Entity or RE) are responsible for the preparation and presentation of the Forecasts, including the best estimate assumptions, which include the pro forma transactions, on which they are based.

Our review of the best estimate assumptions underlying the Forecasts was conducted in accordance with Australian Auditing Standard AUS 902 "Review of Financial Reports". Our procedures consisted primarily of enquiry and comparison and other such analytical review procedures we considered necessary so as to adequately evaluate whether the best estimate assumptions provide a reasonable basis for the Forecasts. These procedures included discussion with the Directors and management of the RE and have been undertaken to form an opinion whether anything has come to our attention which causes us to believe that the best estimate assumptions do not provide a reasonable basis for the preparation of the Forecasts and whether, in all material respects, the Forecasts are properly prepared on the basis of the assumptions and are presented fairly in accordance with the recognition and measurement principles prescribed in Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies of the Fund disclosed in Section 7 of the PDS and the Constitution of the Fund (the Constitution) so as to present a view of the Fund which is consistent with our understanding of the Fund's future operations.

PRICEWATERHOUSECOOPERS

The Forecasts have been prepared by the directors to provide Unitholders with a guide to the Fund's potential future financial performance based upon the achievement of certain economic, operating, development and trading assumptions about future events and actions that have not yet occurred and may not necessarily occur. There is a considerable degree of subjective judgement involved in the preparation of Forecasts. Actual results may vary materially from the Forecasts and the variation may be materially positive or negative. Accordingly, Unitholders should have regard to the investment risks set out in Section 13 of the PDS.

Our review of the Forecasts that are based on best estimate assumptions is substantially less in scope than an audit examination conducted in accordance with Australian Auditing and Assurance Standards. A review of this nature provides less assurance than an audit. We have not performed an audit and we do not express an audit opinion on the Forecasts included in the PDS.

Review statement on the forecasts

Based on our review of the Forecasts, which is not an audit, and based on an investigation of the reasonableness of the best estimate assumptions giving rise to the Forecasts, nothing has come to our attention which causes us to believe that:

— the best estimate assumptions set out in Section 7 of the PDS do not provide a reasonable basis for the preparation of the Forecasts;

— the Forecasts are not properly prepared on the basis of the best estimate assumptions and presented fairly in accordance with the recognition and measurement principles prescribed in Accounting Standards and other mandatory professional reporting requirements in Australia, the accounting policies adopted by the Fund disclosed in Section 7 of the PDS and the requirements of the Constitution;

— the Forecasts are unreasonable;

— the pro forma Statement of Financial Position has not been properly prepared on the basis of the pro forma transactions; or

— the pro forma transactions do not form a reasonable basis for the pro forma Statement of Financial Position.

The underlying assumptions are subject to significant uncertainties and contingencies often outside the control of the RE. If events do not occur as assumed, actual results and distributions achieved by the Fund may vary significantly from the Forecasts. Accordingly, we do not confirm or guarantee the achievement of the Forecasts, as future events, by their very nature, are not capable of independent substantiation.

Subsequent events

Apart from the matters dealt with in this Report, and having regard to the scope of our Report, to the best of our knowledge and belief, no material transactions or events outside the ordinary business of the Fund have come to our attention that would require comment on, or adjustment to, the information referred to in our Report or that would cause such information to be misleading or deceptive.

Independence or Disclosure of Interest

PricewaterhouseCoopers Securities Ltd does not have any interest in the outcome of this Offer other than the preparation of this Report and participation in due diligence procedures for which normal professional fees will be received.

Financial Services Guide

We have included our Financial Services Guide as Appendix A to our Report. The Financial Services Guide is designed to assist retail clients in their use of any general financial product advice in our Report.

Yours faithfully

Bob Prosser

Authorised Representative of
PricewaterhouseCoopers Securities Ltd

PRICEWATERHOUSECOOPERS SECURITIES LTD FINANCIAL SERVICES GUIDE

This Financial Services Guide is dated 15 April 2005

1 About us

PricewaterhouseCoopers Securities Ltd (ABN 54 003 311 617, Australian Financial Services Licence no 244572) (PwC Securities) has been engaged by Multiplex Capital Limited (Multiplex) to provide a report in the form of an Investigating Accountant's Report in relation to the pro forma forecast financial information (the Report) for inclusion in the PDS dated 4 May 2005.

You have not engaged us directly but have been provided with a copy of the Report as a retail client because of your connection to the matters set out in the Report.

2 This Financial Services Guide

This Financial Services Guide (FSG) is designed to assist retail clients in their use of any general financial product advice contained in the Report. This FSG contains information about PwC Securities generally, the financial services we are licensed to provide, the remuneration we may receive in connection with the preparation of the Report, and how complaints against us will be dealt with.

3 Financial services we are licensed to provide

Our Australian financial services licence allows us to provide a broad range of services, including providing financial product advice in relation to various financial products such as securities, interests in managed investment schemes, derivatives, superannuation products, foreign exchange contracts, insurance products, life products, managed investment schemes, government debentures, stocks or bonds, and deposit products.

4 General financial product advice

The Report contains only general financial product advice. It was prepared without taking into account your personal objectives, financial situation or needs.

You should consider your own objectives, financial situation and needs when assessing the suitability of the Report to your situation. You may wish to obtain personal financial product advice from the holder of an Australian Financial Services Licence to assist you in this assessment.

5 Fees, commissions and other benefits we may receive

PwC Securities charges fees to produce reports, including this Report. These fees are negotiated and agreed with the entity who engages PwC Securities to provide a report. Fees are charged on an hourly basis or as a fixed amount depending on the terms of the agreement with the person who engages us. In the preparation of this Report our fees are based on hourly rates and are disclosed in Section 15.7.

Directors or employees of PwC Securities, PricewaterhouseCoopers, or other associated entities, may receive partnership distributions, salary or wages from PricewaterhouseCoopers.

6 Associations with issuers of financial products

PwC Securities and its authorised representatives, employees and associates may from time to time have relationships with the issuers of financial products. For example, PricewaterhouseCoopers may be the auditor of, or provide financial services to, the issuer of a financial product and PwC Securities may provide financial services to the issuer of a financial product in the ordinary course of its business.

7 Complaints

If you have a complaint, please raise it with us first, using the contact details listed below. We will endeavour to satisfactorily resolve your complaint in a timely manner. In addition, a copy of our internal complaints handling procedure is available upon request.

If we are not able to resolve your complaint to your satisfaction within 45 days of your written notification, you are entitled to have your matter referred to the Financial Industry Complaints Service (FICS), an external complaints resolution service. You will not be charged for using the FICS service.

8 Contact Details

PwC Securities can be contacted by sending a letter to the following address:

Bob Prosser
PricewaterhouseCoopers
Darling Park Tower 2
201 Sussex Street
GPO Box 2650
SYDNEY NSW 1171

12 SECTION

INDEPENDENT REPORTS – TAX OPINION AND VALUATION SUMMARY

PRICEWATERHOUSECOOPERS

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The Directors
Multiplex Capital Limited
as responsible entity for Multiplex New Zealand Property Fund
1 Kent Street
SYDNEY NSW 2000

4 May 2005

Dear Directors

TAXATION REPORT

This letter has been prepared for inclusion in a Product Disclosure Statement (PDS) to be dated on or about 4 May 2005 relating to an offer of Units in the Multiplex New Zealand Property Fund.

In this letter abbreviations and capitalised terms have the meanings set out in the Glossary to the PDS, and "the Property Fund Group" means one or more of the Multiplex New Zealand Property Fund and its subsidiary unit trusts.

The purpose of this letter is to provide an overview of Australian income tax implications for Unitholders who acquire Units pursuant to applications made under the PDS.

This letter is based on the Income Tax Assessment Act 1936 (as amended) (ITAA 1936) and the Income Tax Assessment Act 1997 (as amended) (ITAA 1997) as applicable at the date of this letter, except where otherwise stated, and on practice at the date of this letter.

The taxation information that follows is of necessity general in nature. The tax implications for Unitholders may differ depending on their individual circumstances. In particular, the information may not apply to a Unitholder who is regarded as a trader or who holds Units as part of a business activity. Accordingly, Unitholders are advised to seek professional tax advice in relation to their own positions. This Taxation Report is not, and is not intended to be, taxation advice to any applicant for Units.

The information contained in this letter does not constitute "financial product advice" within the meaning of the Corporations Act. The PricewaterhouseCoopers partnership which is providing this letter is not licensed to provide financial product advice under the Corporations Act. To the extent that this letter contains any information about a "financial product" within the meaning of the Corporations Act, taxation is only one of the matters that must be considered when making a decision about the relevant financial product. This letter has been prepared for general circulation and does not take into account the objectives, financial situation or needs of any recipient. Accordingly, any recipient should, before acting on this material, consider taking independent financial advice from a person who is licensed to provide financial product advice under the Corporations Act.

In preparing this Taxation Report we have relied on information contained in the PDS as well as on other information and representations (together, the materials) obtained from the Manager.

TAXATION OF THE PROPERTY FUND GROUP

New Zealand

The Property Fund Group is not a resident in New Zealand for income tax purposes. It is liable to pay New Zealand income tax on its rental and other income derived in New Zealand (after the allowance of deductions for interest expenses, tax depreciation, and any other deductible amounts). Any tax loss incurred in a year for New Zealand income tax purposes by a trust in the Property Fund Group may be capable of transfer to another entity in that group and/or carry-forward for recoupment in a subsequent year, subject to satisfaction of the applicable tests in New Zealand tax law.

Any sale of a building in New Zealand by a trust in the Property Fund Group will result in the trust being liable to pay income tax in New Zealand on any sales proceeds which represent a recapture of tax depreciation deductions previously allowed in New Zealand for the building itself or for plant within it. It is possible that further New Zealand income tax could be payable in respect of gains on sales of properties, but in general this should not be the case where a property had been held as an asset on capital account (as opposed to on revenue account) and had been held in excess of 10 years from the date of acquisition or subsequent improvement.

The impact on Australian resident Unitholders where tax is paid in New Zealand is set out later in this report.

Australia

The Property Fund Group should not generally suffer income tax in Australia. Rather, Unitholders will be presently entitled to all of the taxable income of the Fund and should generally be the persons who will be taxed in Australia on that taxable income.

The taxable income of the Fund for Australian tax purposes should reflect rental and any other income (such as under any hedging instruments) of the Property Fund Group less deductions allowable for Australian income tax purposes (including interest on borrowings, depreciation on plant, and capital works deductions in respect of some of the properties). That taxable income will also include any taxable gains on any disposals of properties. Assuming that the Property Fund Group holds its assets on capital account, any such gains should arise under the capital gains tax (CGT) provisions rather than as (fully assessable) revenue gains.

A trust may be taxed in Australia like a company where the trust is either a "corporate unit trust" in terms of Division 6B of Part III of the ITAA 1936 or a "public trading trust" in terms of Division 6C of Part III of the ITAA 1936 in respect of a year.

Based on the materials provided to us regarding the establishment, current and proposed activities of each trust in the Property Fund Group, in our opinion neither the Fund nor any of its subsidiary trusts should be within the scope of Division 6B or Division 6C.

Whether Division 6B or Division 6C will apply to any trust for any particular future year will depend, among other things, upon the activities and circumstances of that trust in that year. Accordingly, actual activities and circumstances in each year will need to be considered in order to draw a conclusion for that year.

Where a revenue loss or net capital loss is incurred for Australian tax purposes by the Fund or one of its subsidiary trusts, that tax loss cannot be passed to any other trust or to Unitholders. Instead, revenue losses will be carried forward in the Fund or the relevant subsidiary trust for offset against relevant assessable income derived by it in subsequent years, subject to satisfying an ownership continuity test. Net capital losses will be carried forward in the Fund or the relevant subsidiary trust for offset against any subsequent capital gains.

AUSTRALIAN TAXATION OF AUSTRALIAN-RESIDENT UNITHOLDERS

Taxation of Fund Distributions

(i) Individuals, trustees of superannuation funds, and companies

A Unitholder who is a resident of Australia for tax purposes and is an individual or a trustee of a superannuation fund will be liable to pay tax in Australia on the full amount of its share of the taxable income of the Fund for the year in which entitlement to income of the Fund arises. A Unitholder's share of the taxable income of the Fund for a year ending on 30 June must therefore be treated as assessable income of that Unitholder for the income year ending on that date (assuming that the Unitholder's tax balance date is 30 June). This applies even if distributions of some or all of the income of the Fund are physically paid in the following income year, or are reinvested in further Units. A Unitholder which is a company should generally not be assessable in Australia on income of the Fund from the New Zealand properties.

A distribution from the Fund may include different components, the taxation of which may differ. For example, a Fund distribution may include an assessable component, a tax-deferred component, a CGT concession component, and a net capital gain component.

Tax-deferred distributions arise from property investments which attract building allowances, depreciation allowances and other tax timing differences. Tax-deferred distributions are generally not assessable when received, but reduce the Unitholder's cost base in its Units and thereby affect the Unitholder's capital gain/loss on disposal of its Units. If the cumulative total of the tax-deferred amounts received by a Unitholder were sufficient to reduce the Unitholder's cost base in its Units to nil, any further tax-deferred amounts received would be treated as capital gains.

The CGT concession component and net capital gain component relate to any gains made by a trust on the disposal of assets held as capital assets. The net effect is that any discount capital gains made by a trust (on disposals of capital assets held for 12 months or more) should be fully available to Unitholders depending on their own circumstances. This means that, assuming the 12 month minimum holding period test is met, a capital gain made by a subsidiary trust of the Fund on the disposal of property should be capable of qualifying for the relevant CGT discount when taxed in the hands of a Unitholder (that discount being half in the case of an individual or most trusts which are not "complying superannuation entities" and one-third in the case of a "complying superannuation entity" or certain other entities).

The Fund and/or its subsidiary trusts have invested, and will invest further in properties in New Zealand. The income from those properties is liable to New Zealand income tax. Australian-resident Unitholders (other than companies) are generally assessable to income tax in Australia on amounts equal to the taxable income of the Fund before taking into account any payment of New Zealand tax. The position in relation to foreign tax credits potentially available to Unitholders in Australia in respect of such tax will need to be considered on a case by case and year by year basis. However, it would generally be expected that Unitholders required to return assessable income in Australia in respect of income which had been taxed in New Zealand would be entitled to claim foreign tax credits for that tax in their Australian tax returns. Any excess credits of a year (where the foreign tax exceeded the amount of Australian tax referable to the relevant income) would be able to be carried forward for five years for possible use in those years (subject to the satisfaction of certain tests by Unitholders other than individuals and certain trustees).

If the Fund or any of its subsidiary trusts disposes of a property in New Zealand, it would be liable to pay income tax in New Zealand on any recapture of tax depreciation and, in certain circumstances, on any gain. Foreign tax credits may be available in Australia to Unitholders in the Fund in respect of some or all of any such tax paid in New Zealand. Whether that is the case for any particular sale will depend on a number of matters, including the New Zealand and Australian tax outcomes for that particular sale and whether or not the Unitholder is a company.

Australia's foreign investment fund, or "FIF", regime should not apply to Unitholders in relation to their Units in the Fund. This is because the Fund will be an "Australian trust" for purposes of that regime.

(ii) Other investors

Unitholders who are residents of Australia for tax purposes but are neither individuals nor trustees of superannuation funds nor companies should consider how they would be treated for income tax purposes in relation to an entitlement to distributions from the Fund.

Sale of Units

Where a Unitholder who is a resident of Australia for tax purposes sells a Unit, a gain or loss will need to be taken into account in determining any net capital gain to be included in the assessable income of the Unitholder for the year of income in which the sale contract is entered into. A net capital gain for a year will be included in assessable income. A net capital loss for a year may be carried forward until the Unitholder has realised capital gains against which the net capital loss can be offset. Such carry forward and offset by persons other than individuals, and by some trustees, is subject to satisfaction of certain tests.

The CGT gain or loss on the sale of a Unit is calculated as follows:

- the disposal proceeds are compared with the cost base of the Unit (as reduced by any prior tax-deferred distributions);
- the capital gain or loss is the difference between the disposal proceeds and the cost base (as reduced where relevant) of the Unit;
- if the Unit has been held for less than 12 months, this difference is the amount of the gain or loss included in the net capital gain calculation in respect of the Unit;
- if the Unit has been held for 12 months or more and there is a loss, this loss is included in the net capital gain calculation; and
- if the Unit has been held for 12 months or more and there is a gain, a discounting factor may be available to certain Unitholders. The discounting factor is as follows:
  - Individuals and most trusts – half
  - Complying superannuation entities and certain other entities – one-third.

The cost base for CGT purposes of a Unit subscribed for under the PDS will be the amount subscribed for it plus any incidental costs of the acquisition or subsequent sale of the Unit.

Redemption of Units

If a Unit is redeemed, the CGT gain or loss for the Unitholder on the redemption will be computed in the same way as if a sale of the Unit at the redemption amount had occurred.

AUSTRALIAN TAXATION OF UNITHOLDERS WHO ARE NOT RESIDENTS OF AUSTRALIA FOR TAX PURPOSES

Taxation of Fund Distributions

Unitholders who are not residents of Australia for tax purposes should generally be subject to Australian tax only on any Australian-sourced income and gains distributed to them by the Fund.

Interest income of the Property Fund Group is earned from sources in Australia. Unitholders who are not residents of Australia for tax purposes are generally liable to 10% Australian withholding tax on such interest. This tax is deducted from distributions by the Manager. Non-resident Unitholders in the Fund should not be liable to any Australian tax on the balance of their distributions from the Fund. This is because the balance of their distributions is expected to comprise income and/or gains of the Fund from sources outside Australia. Withholding should not be required from distributions of such income or gains to Unitholders who are non-residents of Australia.

Non-residents of Australia will need to consider the tax treatment of their distributions and Units under the laws of the country where they are tax-resident.

PRICEWATERHOUSECOOPERS

Sales or Redemptions of Units

In general, a Unitholder in the Fund who is not a resident of Australia for tax purposes and who holds a Unit on capital account should not be subject to Australian CGT on a capital gain arising from the disposal (by sale or redemption) of the Unit if:

(1) the holder (together with its associates) holds less than 10% of the Units in the Fund at all times during the five years before the disposal; or

(2) if the condition in (1) is not satisfied, and the trust is a fixed trust (which we expect it would be), at least 90% of the market value of the underlying assets did not have the necessary connection with Australia (e.g. properties in New Zealand).

In the event that neither of the above conditions were satisfied (unlikely based on the investment profile of the Fund), the possible relevance of any applicable Double Taxation Agreement should be considered.

TAX FILE NUMBERS

It is not mandatory to quote a Tax File Number (TFN) when applying for Units. However, if a Unitholder who is a resident of Australia for tax purposes has not quoted a TFN (or, where relevant, an Australian Business Number) or claimed an exemption, tax is required to be deducted from part of all of that Unitholder's Fund income distribution entitlements. The deduction rate is the highest marginal rate plus Medicare levy (currently 48.5%).

There is generally no practical need for non-residents to quote TFNs.

Yours faithfully

N Healy
Partner
PricewaterhouseCoopers

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4 May 2005

The Directors
Multiplex Capital Limited
1 Kent Street
Sydney NSW 2000
AUSTRALIA

Dear Sirs

RE: SUMMARY OF VALUATION REPORTS – AMTRUST PORTFOLIO AND EXISTING FUND PORTFOLIO

In accordance with your instructions Colliers International New Zealand Limited has undertaken valuations of the properties listed below as at 30 April 2005, for those properties listed from 1-11 Short Street to 501 Karahangape Road and 31 March 2005 for the balance, with this letter serving to summarise these individual valuations from our original full reports. We recommend investors refer to the full valuation reports which may be inspected at the offices of the Manager during normal business hours.

This valuation summary has been prepared for inclusion in a Product Disclosure Statement (PDS) for the Multiplex New Zealand Property Fund (Fund) to be dated on or about 4 May 2005, which is to be issued by Multiplex Capital Limited (Manager) as responsible entity for the Fund.

PROPERTY PORTFOLIO SUMMARY

The portfolio of 22 properties, all located in New Zealand, comprises 11 office buildings plus some strata title car parks, six supermarkets, three distribution centres and two properties comprising South City Shopping Centre. We provide below a summary of the individual values of the properties as follows:

Property Name	Location	Type	Adopted Value (NZ$)
90 Great South Road	Papakura, Auckland	Supermarket	4,100,000
271 Richmond Road	Grey Lynn, Auckland	Supermarket	9,100,000
15 The Avenue	Lynfield, Auckland	Supermarket	12,750,000
475 Ti Rakau Drive	Botany, Auckland	Supermarket	15,000,000
Crn Bryce & Tristram Streets	Hamilton Central	Supermarket	2,900,000
Lyttleton Avenue	Porirua, Wellington	Supermarket	6,700,000
146 Shands Road	Christchurch	Distribution Centre	15,700,000
60 Kerrs Road	Wiri, South Auckland	Distribution Centre	21,750,000
80-120 Favona Road	Mangere, Auckland	Distribution Centre	61,000,000
South City Shopping Centre	Colombo Street, Christchurch	Shopping Centre	38,900,000
573-579 Colombo Street	573-579 Colombo Street, Christchurch	Retail	4,100,000
ASB Bank Centre	135 Albert Street, Auckland	Office	116,500,000
University Building	1-11 Short Street, Auckland	Office	10,900,000
AIA House	5-7 Byron Avenue, Takapuna	Office	25,300,000
Telecom House	8 Hereford Street, Auckland	Office	59,100,000
The Telco Building	16 Kingston and 60 Federal Streets, Auckland	Office	16,600,000
Farmers Carparks	23 Hobson Street, Auckland	Car parks	1,550,000
Gen-i Tower	66 Wyndham Street, Auckland	Office	66,800,000
SAP Centre	67-69 Symonds Street, Auckland	Office	21,800,000
12 Whitaker Place*	12 Whitaker Place, Auckland	Office	700,000
Uniservices House*	70 Symonds Street, Auckland	Office	18,000,000
76 Symonds Street	76 Symonds Street, Auckland	Office	5,550,000
The Plaza	501 Karangahape Road, Auckland	Office	11,300,000

* Both are on the same Title Register and are not separate properties.

INDIVIDUAL PROPERTY SUMMARIES

Papakura

The subject premises comprise a single level supermarket with mezzanine amenities and offices within the Roselands Shopping Centre in the suburb of Papakura, Auckland. These premises are attached to a larger shopping complex with various smaller retail tenancies. The supermarket itself comprises a total rentable area of 2,999.35 sqm.

This property is held under various Certificates of Title and having a total site area of 8,878 sqm contained in Certificate of Title 17A/468, 17B/596, 17A/472 and 55C/1296.

Grey Lynn

The property comprises a substantial supermarket premises with associated warehouse and storage space over a basement carpark and incorporating first level offices, staff amenities and cafeteria. The remainder and majority of the site is improved with concrete hardstand carparking facilities.

These premises were originally constructed in 1979 and refurbished in 1998 to a Woolworths branding. The supermarket itself comprises a total rentable area of 4,374.49 sqm together with a separate internal tenancy of 130.59 sqm.

This property is held under various Certificates of Title and having a total site area of 11,207 sqm contained in Certificate of Title 136C/747, 136C/748, 13B/1113 to 1116 (inclusive) and 515/68.

Lynfield

The property comprises large purpose built Countdown supermarket over basement carparking, a strip of several smaller retail tenancies and further sealed carparking areas. The supermarket itself comprises a total rentable area of 3,868.51 sqm including offices, amenities and storage. The total rentable area including strip shops is approximately 5,558.42 sqm.

This property is held under a single Certificate of Title having a total site area of 15,053 sqm contained in Certificate of Title Volume 136B Folio 943.

Botany

The property comprises a purpose built standalone supermarket constructed in 2003 and is located on the corner of Ti Rakau Drive to the north and Te Irirangi Drive to the east, with frontage onto both road boundaries. The site is adjacent to The Hub retail development, which comprises a mixture of bulk retail and fast food outlets and in near vicinity to the Botany Town Centre.

The supermarket itself comprises a total rentable area of 5,833.33 sqm including offices, amenities and storage.

This property is held under a single Certificate of Title having a total site area of 17,506 sqm contained in Certificate of Title Identifier 66385.

Hamilton

The subject premises is a substantial standalone Foodtown supermarket located on a prominent corner site in the fringe of the Central Business District of Hamilton City.

This is one of the older style Foodtown supermarkets, constructed in 1981. The building has a high stud height with total floor area of 3,148 sqm and there are 224 on site carparks.

The site is subject to a perpetually renewable lease to General Distributors Limited with an annual rental of NZ$175,000, part of which is recoverable for the use of a right of way. The leasehold Certificate of Title has a total site area of 12,228 sqm contained within Identifier 28020. It is legally described as Part Lot 1 DP 28891.

Porirua

The property comprises a purpose built standalone supermarket constructed in 1989 located on an island site within central Porirua close to North City Plaza and the Megacentre. Total rentable area including offices, amenities and storage is 3,787 sqm.

Total site area extends to 1.0143 hectares and is freehold under four Certificates of Title. There is provision for 228 carparks which are located within a tarsealed and landscaped carparking area around the supermarket.

Shands Road

The property comprises a purpose built distribution centre constructed in 1999 located within the Hornby Industrial area being approximately 12 kilometres from the Christchurch City Centre. Total rentable area including offices, amenities and loading bays is 17,594 sqm.

A gatehouse and carparking area at the front provides for approximately 50 tarsealed carparking spaces with additional carparking area on grass.

This site has recently been subdivided and now comprises an area of 7.2203 ha and is contained in Lot 2 Deposited Plan 306536, CT 25481, Canterbury Registry.

Kerrs Road

A large warehouse distribution facility with associated office and amenities extending in total to 33,786 sqm of lettable area on a large level leasehold site (155,116 sqm) in the industrial area of Wiri.

The site is only partly developed with this large facility, with additional land areas located to the south of the main building. We are aware that this site is to be subdivided as per subdivision plans with the rear land to be subdivided off with the revised subject site to comprise an area of 72,068 sqm being the front site with frontage to Kerrs Road.

The property is subject to a 20-year perpetually renewable ground lease which commenced on 1 November 1996. The ground rental is currently NZ$356,000 per annum and is subject to five yearly rent reviews. This ground rent is to be apportioned as to the two sites with the new ground rental applicable to the subject site equating to NZ$170,445 per annum.

Mangere

A large integrated distribution centre and head office complex extending in total to approximately 65,274 sqm of lettable area on a large level industrial lot in the Auckland suburb of Mangere. This is not a recognised industrial area but this development has been located here for a considerable period and has rather grown to fit the site with residential development progressively developing around the property.

Total site area extends to 134,071 sqm and is contained within six individual Certificates of Title.

South City Shopping Centre

South City Centre is an integrated district shopping centre constructed circa 1990 and has undergone refurbishment in 1999. The centre is fully enclosed and is constructed over a single level with on site carparking available.

Also as part of the centre are various office/retail/workshop buildings situated alongside Durham Street and Colombo Street which currently encompass 12.7% of the rentable area or 9.6% of the total income of the shopping centre.

There are two anchor tenants, being The Warehouse and one supermarket being New World. In addition to these are 32 specialty stores, six foodcourt premises, five ATMs and six kiosks (one of which are yet to be constructed) with a total of 600 uncovered carparks associated with the centre.

The property has a land area of approximately 34,182 sqm, which is the combined area of nine freehold Certificates of Title. Building areas are summarised as follows:

Category	Area sqm	% of Total	No.	Average Size
Major	7,993.8	65.04	2	3,997
Specialty	3,869.5	31.48	32	121
Foodcourt	305.5	2.49	6	51
Kiosks	112.5	0.92	6	19
ATM	9.0	0.07	5	2
Retail Total	12,290.3			
Colombo Retail	680.5		3	227
Durham Retail	1,158.3		4	290
Other	424.5			
Grand Total	14,553.6			

573-579 Colombo Street

573-579 Colombo Street is in close proximity to the shopping centre and is located with Colombo Street frontage and can also be accessed from the South City carpark via a right of way.

This property comprises two separate retail buildings having a total lettable area of 2,870 sqm and contract income of $406,179 per annum. The property areas are summarised below:

Category	Area sqm	% of Total	No.	Average Size
Retail	1,407.5	49.04	3	469
Office	964.7	33.61	8	121
Store	497.7	17.35	2	249
Carparks	50.0			
Grand Total	2,869.9	100.00		

The property is held under three freehold Certificates of Title having a combined area of approximately 3,659 sqm.

135 Albert Street

The property comprises a substantial premium quality landmark office building situated in the Auckland Central Business District. The building extends to a total of 35 levels with four basement carparking levels, ground floor entrance foyer and 30 upper levels. Typical office floor areas are approximately 1,200 sqm. The building was completed in 1991 to exacting corporate international standards and has been the head office of ASB Bank since completion. Total net lettable area is approximately 33,442 sqm and there are 299 onsite carparks, of which 15 are visitor carparks.

The building is predominantly occupied by the ASB Bank which occupies approximately 61% of the building by area under a lease expiring in 2013 with further rights of renewal. Other tenants within the building include ING, Servcorp, Sheffield Consulting and Watercare Services Limited. The weighted average lease duration is approximately 6.34 years excluding vacancies.

The property has a land area of 3,528 sqm, being a freehold double corner lot that has been strata titled to provide a stratum estate for each office floor, with carparks auxiliary units.

1-11 Short Street

A seven level office building together with two levels of carparking completed in 1971. The building was refurbished for educational use in 1995 and comprises 4,949.65 sqm of lettable space, together with 138.5 sqm of deck and 46 basement carparks. Leased to Auckland University.

This property is held under a single Certificate of Title, having a total site area of 1,342 sqm referred to on Freehold Certificate of Title NA137C/683.

5-7 Byron Avenue (AIA House)

This property comprises a substantial high rise office tower and retail development with basement carparking in close proximity to the commercial business district of Takapuna. The property comprises a 17 storey office tower completed in 1989, with 13 office floors, two levels of retailing and four levels of carparking. The property has a net lettable area of 9,470.95 sqm, with approximately 80% of the building leased to Inland Revenue Department.

The property is held in two Freehold Certificates of Title extending to a combined area of 2,868 sqm, with titles having references of Volume 6B Folio 296 and Volume 81A Folio 358 respectively.

8 Hereford Street (Telecom House)

This is a substantial modern 15 level commercial office building constructed in 1989. There are 10 office levels, two colonnade floors, and four carparking levels providing 463 car parks.

The building has been extensively modified and developed to suit the high specification requirements of the tenant. The property has a net lettable area of 15,665.12 sqm and is entirely leased to Telecom. The property is held on a single Freehold Certificate of Title, with a land area of 5,145 sqm, with a title reference of NA83D/623.

16 Kingston Street and 60 Federal Street

16 Kingston Street is a 16 storey office tower constructed in 1989, with ground floor retail and two levels of carparking. This building has a net lettable area of 5,862.95 sqm plus basement parking.

60 Federal Street is an adjoining four level podium building constructed in 1987 with a net lettable area of 2,001.68 sqm plus basement carparking.

Both buildings are leased to a multiplicity of tenants.

This property is held on a single Freehold Certificate of Title extending to 1,244 sqm, specifically referred to as Certificate of Title NA74C/79.

23 Hobson Street (Carparks)

This property comprises a total of 46 carparks within what is known as the Farmers Car Park Building held on various strata titles.

The carpark itself extends to 1,350 individual car parking bays, with the subject property comprising 31 bays on a single title within a separate self-contained area of the building and further 15 carparks on individual strata titles.

The building is located close to that at 66 Wyndham Street and provides supplementary parking. The carparking structure is understood to have been built during the 1960s and refurbished since. The total carpark area is undefined due to the individual strata titles.

The 31 self-contained carparks are contained on Certificate of Title Volume 105D Folio 252 and incorporates 31 separately identified principal parking units.

The remaining 15 carparks are held on separate Certificate of Titles referenced as Titles 104A/1010-1014, 104A/1173-1176, 104A/1195-1196, 104A/1198, 104A/1200-1202.

66 Wyndham Street (Gen-i Tower)

The property comprises a substantial high quality 19 level office development, constructed in 1990. The property has a total lettable area of 22,561 sqm, together with 191 carparks in three basement levels. Virtually all of the space is office space, save for 780.77 sqm of retail and 39.88 metres of storage. The property is leased to a multiplicity of tenants and is approximately 97% occupied.

The land area extends to a Freehold Title comprising 3,304 sqm, with a Certificate of Title, Reference Volume 65D Folio 907.

67-79 Symonds Street (SAP Centre)

The property comprises a modern office building with ancillary carparking over five secure basement levels.

There are nine office levels, the total lettable area extending to 7,169.91 sqm. The building is fully occupied, save 26 carparks, though this will decrease shortly as one tenant is due to vacate.

The property is held on a Strata Title under the Unit Titles Act, being Principal Unit B on Deposited Plan 202325, being a Strata Freehold comprised in Certificate of Title Volume 130D Folio 505, with an approximate land area of 3,800 sqm.

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70 Symonds Street and 12 Whitaker Place

70 Symonds Street is an 11 storey office tower with three basement carparking levels, constructed in 1986 on a site of irregular dimensions. To the rear of this is a dwelling at 12 Whitaker Place, originally constructed over two levels in 1925, since converted to commercial office space.

The office building has a net lettable area of 7,494.21 sqm and in addition there are 111 carparks. The lettable area of the dwelling is 235.04 sqm. Most of the office space is let to Auckland University.

The property is held on a single Freehold Certificate of Title extending to 2,582 sqm, referenced as NA80A/504.

76 Symonds Street

The subject property is an older medium rise office tower of 11 levels, constructed in 1975. There are three basement carparking levels and eight office floor levels. The property has a net lettable area of 2,582.17 sqm. There are 60 car parking spaces. The property is occupied on a single lease to Auckland University.

The property is held in a single Freehold Certificate of Title extending to a land area of 901 sqm and a title reference of NA27C/399.

The Plaza, 501 Karangahape Road

This property comprises an historic strip retail complex constructed in the early 1900s and subject to major refurbishment in the early 1990s. The property provides a connection to the major office building to the rear, though is not part of that building. The subject property comprises a variety of accommodation from street level retail and restaurant tenancies, high specification character office space and basement parking. It has frontage to three streets, with its predominant frontage to Karangahape Road. The property has a net lettable area of 4,692.43 sqm.

The property is held in a single Freehold Certificate of Title extending to 2,846 sqm, with a title reference of NA133C/353.

FINANCIAL DETAILS

A summary table providing key income and lease details as at 30 April 2005 is supplied as follows:

Location	Building Area (sqm)	Land Area (sqm)	Actual Net Contract Rent (NZ$ pa)	Net Market Rent (NZ$)	WALD+ (years)
Papakura, Auckland	2,999	8,878	377,404	377,404	11.00
Grey Lynn, Auckland	4,505	11,207	737,365	737,365	14.00
Lynfield, Auckland	5,558	15,053	1,064,604	1,034,793	14.00
Botany, Auckland	5,833	17,506	1,200,779	1,200,779	14.00
Hamilton Central	3,148	12,228	412,638	412,638	11.00
Porirua, Wellington	3,787	10,143	568,375	568,375	11.42
Christchurch	17,595	72,203	1,380,879	1,170,879	16.53
Wiri, South Auckland	33,786	72,068	2,395,763	2,290,763	11.00
Mangere, Auckland	65,274	134,071	5,103,894	5,103,894	19.00
Colombo Street, Christchurch	14,553	34,182	3,529,089	3,638,334	3.40
573-579 Colombo Street, Christchurch	2,870	3,659	398,658	412,704	2.77
135 Albert Street, Auckland	33,442	3,528	9,608,299	9,419,722	6.25
1-11 Short Street, Auckland	5,088	1,342	972,611	990,636	1.25
5-7 Byron Avenue, Takapuna	9,471	2,868	2,126,125	2,259,387	3.17
8 Hereford Street, Auckland	15,665	5,145	5,957,956	4,549,018	5.49
16 Kingston and 60 Federal Streets, Auckland	7,865	1,244	1,197,925	1,548,379	2.05
23 Hobson Street, Auckland	Strata Units		104,000	159,068	5.56
66 Wyndham Street, Auckland	22,561	3,304	5,571,269	5,776,012	3.77
67-69 Symonds Street, Auckland	7,170	Strata	1,883,620	2,030,721	2.25
12 Whitaker Place, Auckland	235	2,582*	41,101	43,056	1.44
70 Symonds Street, Auckland	7,494	2,582*	1,630,500	1,661,672	3.10
76 Symonds Street, Auckland	2,582	901	533,144	533,924	2.35
501 Karangahape Road, Auckland	4,692	2,846	1,030,449	1,021,813	4.18

* Both are on the same Title Register and are not separate properties.

+ WALD means weighted average lease duration.

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VALUATION ANALYSIS

From our valuation analysis we advise that the valuations as at 31 March 2005 and 30 April 2005 produces a combined portfolio value of NZ$546.1 million broken down as follows:

Location	Adopted Value (NZ$)	Quoted Market Cap (%)	Effective Market Yield (%)	Initial Yield (%)	IRR (%)	$ per sqm
Papakura, Auckland	4,100,000	9.00	9.20	9.20	10.24	1,367
Grey Lynn, Auckland	9,100,000	8.00	8.10	8.10	9.99	2,020
Lynfield, Auckland	12,750,000	8.38	8.14	8.10	10.01	2,294
Botany, Auckland	15,000,000	8.00	8.00	8.01	10.02	2,571
Hamilton Central	2,900,000	9.50	9.45	9.45	11.46	921
Porirua, Wellington	6,700,000	8.50	8.48	8.48	10.51	1,769
Christchurch	15,700,000	8.50	7.49	7.46	10.37	891
Wiri, South Auckland	21,750,000	10.25	10.14	9.75	11.38	644
Mangere, Auckland	61,000,000	8.38	8.37	8.37	10.46	935
Colombo Street, Christchurch	38,900,000	9.00	9.40	8.74	10.27	2,673
573-579 Colombo Street, Christchurch	4,100,000	9.75	9.89	9.72	10.45	1,429
135 Albert Street, Auckland	116,500,000	8.13	8.17	8.24	9.91	3,483
1-11 Short Street, Auckland	10,900,000	9.00	9.06	8.92	10.42	2,142
5-7 Byron Avenue, Takapuna	25,300,000	8.50	8.78	8.40	10.44	2,671
8 Hereford Street, Auckland	59,100,000	8.50	8.53	10.08	10.71	3,773
16 Kingston and 60 Federal Streets, Auckland	16,600,000	9.00	9.34	7.22	10.32	2,111
23 Hobson Street, Auckland	1,550,000	9.00	8.86	5.38	11.25	33,696*
66 Wyndham Street, Auckland	66,800,000	8.50	8.52	8.19	10.54	2,961
67-69 Symonds Street, Auckland	21,800,000	9.00	8.88	8.64	10.50	3,040
12 Whitaker Place, Auckland	700,000	6.00	5.98	5.87		2,978
70 Symonds Street, Auckland	18,000,000	9.00	9.21	9.06	10.34	2,402
76 Symonds Street, Auckland	5,550,000	9.50	9.62	9.61	10.45	2,149
501 Karangahape Road, Auckland	11,300,000	9.00	8.99	9.12	10.35	2,408

* NZ$ Value per carpark.

VALUATION CONSIDERATIONS

Date of valuation

30 April 2005 for those shown 1-11 Short Street to 501 Karangahape Road and 31 March 2005 for the balance, based upon information provided and our inspections during December to March 2005. Due to possible changes in market forces and circumstances in relation to the subject properties the reports can only be regarded as representing our opinion of the value of the property as at the date of valuation, based upon current expectations and assumptions.

Basis of valuation

The valuation has been completed in accordance with the New Zealand Property Institute and Australian Property Institute Practice Standard for Valuations for an interest in property and have been prepared for sale and purchase.

We have adopted the International Valuation Standards Committee definition of market value as follows:

"market value is the estimated amount for which an asset should exchange on the date of valuation between a willing buyer and a willing seller in an arms length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion".

Valuation methodology

These are essentially investment properties, and accordingly we have adopted well established valuation techniques.

The first method of valuation considered is that of direct capitalisation of contract income. This is considered to be a well proven method of determining value for an investment property where income is receivable for a reasonable term from secure tenants.

In addition we have considered the capitalisation of market rental with an allowance for any overage/shortfall rental received until the end of the lease. In selecting an appropriate capitalisation rate, extensive analysis of market evidence has been undertaken, as well as consideration of length of lease, lease terms, tenant covenant and quality of property.

In addition we have carried out a discounted cashflow valuation over a 10 year horizon in accordance with established practice. In adopting an appropriate discount rate, prime regard has been paid to an analysis of market material as well as inferring a discount rate from a 10 year risk free bond plus an allowance for property risk.

We have also considered direct comparison measures such as the value per sqm on net lettable area in arriving at our valuation conclusion, as a check against the other methods.

In order to assess the current market value of the subject property, we have researched and analysed recent leasing and sales in the immediate locality as well as in the wider New Zealand market particularly in the higher value quantum range.

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ASSUMPTIONS

Verifiable

- We have assumed that the instructions and subsequent information supplied contain a full and frank disclosure of all information that is relevant.
- We have assumed that there are no easements, rights of way or encroachments except those shown on the Certificate of Title or in the valuation.
- A current survey has not been sighted. The valuation is made on the basis that there are no encroachments by or upon the property and this should be confirmed by a current survey or report and/or advice from a Registered Surveyor. If any encroachments are noted by the survey report we reserve the right to review our valuation.
- We are not aware of any notices currently issued against the property and we have made no enquiries in this regard. We have not inspected the plant and equipment or obtained any advice on its condition or suitability. In the course of preparing this report we have relied upon information provided by the owner of the property.

We have assumed that this information is correct and have adopted this information in our assessment.

FURTHER CONSULTING

- We have inspected all readily accessible parts of the improvements considered necessary for the purposes of our valuation.
- We have not sighted a structural survey of the improvements, nor its plant and equipment, by a qualified engineer. The valuer is not a building construction and/or structural expert, and is therefore unable to certify as to structural soundness of the improvements. A prospective purchaser or mortgagee would need to make their own enquiries in this regard.
- We have not inspected unexposed or inaccessible portions of the premises. We therefore cannot comment on the structural integrity, defect, rot or infestation of the improvements.

Our valuations have been undertaken on a GST exclusive basis.

Opinion

The assumptions we have made in respect of our projections are as follows:

- there will be no major economic downturn during the projection period, beyond that envisaged at the date of valuation;
- a continued stable economy and reasonable levels of growth as currently predicted over the next five years;
- the property manager will continue to manage the property in an experienced professional manner; and
- there will be no new taxes or rates introduced which have a direct impact on the property over the projected period.

Disclaimer

Colliers International New Zealand has not been involved in the preparation of the PDS and makes no statement in the PDS other than in the valuation summary letter prepared by Colliers International New Zealand and included in the PDS. Neither Colliers International New Zealand Limited nor any of its Directors accepts any responsibility for information in any other parts of the PDS.

Colliers International New Zealand has prepared this report on the basis of information available as at 30 April 2005, as outlined in this letter. We have relied upon this information, which we believe to be reliable, complete and not misleading.

We advise that each of the respective Valuers are registered in New Zealand to practice as Valuers and have had in excess of five years continuous experience in the valuation of property similar to the subject. Further details regarding the nominated personnel is contained within the full valuation reports.

Neither Colliers International New Zealand Limited nor the Valuers have operated under an Australian Financial Services Licence when providing this valuation summary.

We confirm that neither Colliers International New Zealand Limited nor the nominated Valuers have any pecuniary (or other) interests that could conflict with the proper valuation of the properties, and we advise that this position will be maintained until the purpose for which this valuation is being obtained is completed.

We have been paid NZ$130,000 for undertaking the valuations, valuation reports and this valuation summary. We consent to the inclusion of this valuation summary in the PDS and our consent has not been withdrawn as at the date of this PDS.

Yours faithfully

COLLIERS INTERNATIONAL NEW ZEALAND LIMITED

S N DEAN FNZIV, FNZPI, AREINZ
Registered Valuer
Director of Valuation and Consultancy

SECTION 13
INVESTMENT RISKS

As with most investments, the future performance of the Fund can be influenced by a number of factors which are outside the control of the Manager. The level of future distributions, the value of the Properties and the value of Units may be influenced by a number of risk factors.

PROPERTY ASSOCIATED COSTS

Purchasing property carries with it significant acquisition costs. These include legal fees on acquisition and due diligence costs. Fees on sale typically include agency fees, advertising and legal expenses.

This means that to preserve the capital invested in a property, the property must generally be sold at a price which is considerably more than the price at which it was purchased. This risk can be managed or offset by:

— taking into consideration the cyclical nature of the property market when concluding the investment;

— allowing a longer time frame for the investment. This spreads the acquisition costs over a longer period of time and reduces the amount of capital growth that needs to be achieved each year; and

— by adding value to the investment through skilled management.

PROPERTY MARKET

An investment in the Fund should be viewed as a long term investment. Property values can fall as well as rise, leading to capital losses or capital gains. There is no certainty as to the state of the New Zealand property market throughout the term of the Fund.

GENERAL RISKS OF PROPERTY

There are a number of risks associated with an investment in property. These include, without limitation:

— the level of tenancy vacancies may fluctuate with the market forces;

— a downturn in the economy;

— a downturn in the value of property, or in the property market in general;

— interest rate fluctuations outside the fixed interest rates assumed in the Fund's forecasts;

— adverse consequences of amendments to statutes and regulations affecting the Fund including changes in the tax regime;

— pricing or competition policies of any competing properties or tenants;

— increased competition from new or existing properties;

— build quality of the Properties and quality of the maintenance program;

— changes in retail turnover and the consequential affect upon rental levels; and

— longer term changes in consumer shopping habits.

As part of the Manager's management approach, these risks are managed through an in-house leasing and property management team which is highly skilled at sourcing, developing, leasing, managing, redeveloping and marketing property investment portfolios.

SOFT RATCHET RENT REVIEW

The rent review mechanism under the lease agreements with General Distributors Limited, ASB Bank, The Warehouse, and certain other tenants of the Properties provides for a soft ratchet market rent review on every third anniversary from the commencement date of the lease. The rent review is the greater of the then current market rent and the rent payable at the commencement date of the lease. The risk here is that the rent under the lease agreements with this review mechanism have the potential to return to the rent payable at the commencement date of the lease under a market rent review.

SETTLEMENT RISK

The risk exists that AmTrust could default on its settlement obligations under the AmTrust Agreement thereby preventing Multiplex SPV from settling on the Sale and Purchase Agreement. This risk is remote, however if it were to occur and settlement was cancelled due to AmTrust's default, subscription moneys would be returned to subscribers in full (but without interest) by the Manager. If settlement was delayed, allotment of Units would also be delayed until after settlement did proceed.

The risk exists that prior to the Settlement Date one or more of the Second Stage Properties are damaged to the extent that a tenant is entitled to terminate their lease or that part or all of a Second Stage Property is untenantable.

If the damage occurs in either of Gen-i Tower or Telecom House and a tenant occupying 25% or more of the net lettable area is entitled to cancel their lease or if 25% of the gross floor area of the damaged property is untenantable, then there is a right to either cancel the Sale and Purchase Agreement or to complete the Sale and Purchase Agreement at the agreed price, less a sum equal to any insurance monies received.

If the damage occurs in any other property and a tenant occupying 25% or more of the net lettable area is entitled to cancel their lease or if 25% of the gross floor area of the damaged property is untenantable, then there is a right to either cancel the Sale and Purchase Agreement in relation to the effected property or to complete the Sale and Purchase Agreement at the agreed price, less a sum equal to any insurance monies received.

LIMITATION ON CLAIMS UNDER THE SALE AND PURCHASE AGREEMENT

Under the Sale and Purchase Agreement, it has been recognised that the purchase of the Second Stage Properties is an onsale following the purchase of the Second Stage Properties by Multiplex SPV from AmTrust under the AmTrust Agreement which is on similar terms to the Sale and Purchase Agreement. The Fund has the same and no greater rights against Multiplex SPV as Multiplex SPV has against AmTrust under the AmTrust Agreement.

Under the Sale and Purchase Agreement, the Fund cannot bring a claim against Multiplex SPV for any amount that cannot be recovered by Multiplex SPV from AmTrust under the AmTrust Agreement or for any amount in addition to any sum that Multiplex SPV has recovered from AmTrust. There is a risk that the Fund will have to bear the loss or damage caused as a result of the actions of AmTrust due to the limitations, under the Sale and Purchase Agreement, on its ability to claim and/or recover the full amount of any loss it suffers from either AmTrust and/or Multiplex SPV .

Following the purchase of the Second Stage Properties the proceeds paid to AmTrust will likely be remitted offshore to the United States based shareholder. Therefore, in the event of any claim, there will likely be few, if any, assets in New Zealand to satisfy that claim. As a result the AmTrust Agreement contains a provision whereby an escrow account will be set up on the Settlement Date with a sum of NZ$5 million deposited into the escrow account (to be operated by Chapman Tripp, Auckland solicitors acting for AmTrust) for a period of 12 months following settlement which will then be reduced to NZ$3 million for a further six months. This sum is to act as security for any warranty claim that may be brought against AmTrust. The Fund will receive the benefit of any successful warranty claim, however, no warranty claims may be brought later than 18 months after the Settlement Date.

INDIRECT PROPERTY RISKS

The Fund may acquire part ownership of a property owning entity. This could be a minority stake, a joint venture interest or less than 100% ownership. The value of investments in partly owned entities is limited to a maximum of 25% of the Funds assets. There are additional risks associated with acquiring indirect property.

If the Fund acquires less than a controlling stake in a property owning entity it would not be able to control the distribution of funds from the entity or the acquisition or disposal of assets by the entity.

CAPITAL EXPENDITURE

The need for unforeseen capital expenditure over the Forecast Period and how this expenditure is funded may also have an impact on the financial forecasts contained in this PDS. Also, unforseen capital expenditure may be needed following the Forecast Period and if this occurs then there will be less capacity to make distributions to Unitholders.

DEBT FUNDING

This is an investment in income producing commercial property, consisting partly of invested funds (equity) and partly of borrowed funds (debt). When a property investment is geared the potential for gains and losses is greater. Gearing also has the effect that acquisition costs, charges and fees represent a higher percentage of the equity in the purchase than they would if there was no debt and the property was purchased entirely with equity.

The forecasts assume the same rate of interest throughout the Forecast Period. At the time that the Fund's debt needs to be refinanced, interest rates may be higher. If they are, then returns to Unitholders could be affected accordingly. If interest rates rose substantially, then refinancing might not be possible. In such an event, the Properties may have to be sold at short notice which may affect the price achievable.

As part of the debt strategy, the Manager may take steps to manage this risk by hedging interest rates beyond the first Rollover date of the Fund. If the Fund did not Rollover or the Properties were sold before the end of the term of the Loan, then the Fund may incur hedging termination costs if interest rates have risen from the date they were hedged.

Details of borrowings are set out in Section 8. The lender has no obligation to rollover this funding at the end of the loan period and so there is no certainty that the borrowings will be able to be replaced as their terms expire. If there is a breach of conditions of the borrowings, the lender may enforce its security and, amongst other things, sell the Properties.

ADDITIONAL CAPITAL RAISINGS

If the Manager needs to raise further capital for any purpose (e.g. to acquire further properties or refurbish or extend existing assets), then existing Unitholders may not be invited or may not be able to participate on a pro rata basis. Accordingly, those Unitholders' overall investment in the Fund will be diluted as more Units are issued. However, any further Units issued will be issued at a price calculated as the net asset value per Unit less accrued income plus a transaction costs factor with discounts being available for applicants who the Manager is entitled to treat as wholesale investors (as defined in the Corporations Act).

DUE DILIGENCE AND USE OF EXPERTS

The Fund has engaged appropriate experts to investigate the environmental, structural and legal aspects of the Second Stage Properties. The Manager believes that these investigations are appropriate and complete. However, despite such investigations, the Manager cannot guarantee the identification and mitigation of all risks associated with the Second Stage Properties.

INSURANCE

In preparing the financial forecasts, the nature and cost of insurance has been based upon the best estimate of likely circumstances. However, various factors may influence premiums to a greater extent than those forecast, which may in turn have a negative impact on the net income of the Fund.

INLAND REVENUE DEPARTMENT RENT REVIEW

The rent review mechanism in the lease with the Inland Revenue Department (IRD) at AIA House has no ratchet provision when the rent is reviewed on each lease renewal date. The rent review on renewal is the current market rent. The risk is that the rent under the IRD lease has the potential to fall if market rents fall. There is only one renewal and therefore rent review left under the IRD lease which is 1 January 2009. The current rent is NZ$1.8 million per annum.

TAXATION

The taxation of the Fund is subject to both Australian and New Zealand tax legislation. To the extent that legislation changes in either jurisdiction, this may impact on the cash returns to Unitholders.

Further, the disposal of a property may give rise to tax being payable in New Zealand. In those circumstances, cash distributions to Unitholders may be reduced and a foreign tax credit may be available to Australian tax resident Unitholders.

The effect of taxation on Unitholders is complex and the summary in Section 12 is general in nature as the circumstances for each Unitholder may vary.

LIMITED LIQUIDITY

An investment in the Fund should be considered illiquid. It is not intended for the Fund to be liquid and nor will there be any regular withdrawal facility available. Furthermore, it is not intended, as at the date of this PDS, that the Units be listed on any secondary market. Unitholders wishing to exit the Fund may participate in the limited liquidity facility set out in Section 2.11. This facility is first offered on 1 July 2006, and then annually thereafter. The Manager's commitment is limited to an annual amount of $5 million and $20 million in total over the life of the Fund.

The Manager's obligations under the limited liquidity facility cease in any financial year if either the annual or maximum commitment has been reached.

FOREIGN EXCHANGE RISK

The Properties are all located in New Zealand and produce rental income in New Zealand dollars. However, the investment made under this PDS is in Australian dollars and all distributions of income and capital will be made in Australian dollars.

As a general principle (and all other things being equal), if the New Zealand dollar appreciates relative to the Australian dollar, then the overall returns from the Properties will increase. This is because the New Zealand currency received from the Properties will convert into more Australian dollars than it did before the appreciation occurred. Conversely, if the Australian dollar appreciates relative to the New Zealand dollar, then the overall returns from the Properties will decrease.

In addition, fluctuations in the exchange rate will affect the flow of money from Australia to New Zealand. This might occur if funds need to be spent on refurbishment of an existing property or an investment in a new property. If the New Zealand dollar appreciates, then all other things being equal, the purchasing power of the Australian dollar will fall; and vice versa.

To help reduce the impact of the exchange rate on normal operations of the Fund the Manager has organised for the following to be done:

— the borrowing facilities have been made in New Zealand dollars, and therefore foreign exchange does not affect interest payments;

— after payment of interest and other expenses, and allowing for working capital in New Zealand, the balance cash flow from New Zealand to Australia has been hedged at an exchange rate of NZ$1.00 = $0.91 until 30 July 2010. This means that Unitholders will neither benefit nor suffer a loss from movements in the exchange rate to the extent the normal cash flows between New Zealand and Australia are hedged. The costs of the hedging for the Forecast Period are included in the financial forecasts in Section 7. The Manager intends to continue to hedge the foreign exchange rate based on normal operations after 2010 if it is in the best interests of Unitholders considering all of the relevant facts and circumstances at the time.

It is not practicable for the Manager to hedge the exchange rate on abnormal or unexpected cash flows which may occur, such as on the sale of a property in New Zealand or the payment of additional capital from Australia to New Zealand. To that extent, the value of Units (including in relation to calculating Unit prices for new issues and withdrawals) and any distributions will be affected by movements in the exchange rate between New Zealand and Australia.

OTHER RISK FACTORS

— Natural disasters and man-made disasters may occur which are beyond the control of the Manager.

— Rental paid by General Distributors Limited constitutes approximately 28.9% of the property portfolio income of the Fund. The leases are guaranteed by Progressive Enterprises Limited, but not Foodland Associated Limited (the ultimate parent company of General Distributors Limited and the company listed on the ASX). The Fund is therefore reliant to a significant degree on the solvency of General Distributors Limited and Progressive Enterprises Limited. The Manager has no reason to doubt the creditworthiness of these parties, but their continued solvency is not assured.

14 SECTION

SUMMARY OF MATERIAL AGREEMENTS

14.1 SALE AND PURCHASE AGREEMENT

MFML has entered into the Sale and Purchase Agreement with Multiplex SPV to purchase, on behalf of the Fund, the Second Stage Properties. The Sale and Purchase Agreement is inter-dependent with the AmTrust Agreement under which Multiplex SPV will purchase the Second Stage Properties from AmTrust. Both the Sale and Purchase Agreement and the AmTrust Agreement are due to settle on the Settlement Date. MFML has the right to require Multiplex SPV to issue a settlement notice under the AmTrust Agreement should AmTrust default on its settlement obligations and if necessary to sue for specific performance, so as to ensure that the Second Stage Properties are sold through from AmTrust to MFML via Multiplex SPV.

Under the Sale and Purchase Agreement, all of the rights and benefits that are to be assigned to Multiplex SPV under the AmTrust Agreement will be assigned to MFML, either directly from AmTrust or by Multiplex SPV assigning the right or benefit that it receives from AmTrust.

Where Multiplex SPV has any right of action against AmTrust under the AmTrust Agreement, Multiplex SPV will enforce that right on behalf of MFML in accordance with MFML's instructions. If AmTrust agrees, MFML may take part in any dispute directly in place of Multiplex SPV, or where AmTrust will not agree, then Multiplex SPV will take part in such dispute proceedings at the cost of and in accordance with the instructions of MFML.

Multiplex SPV has given limited warranties to MFML under the Sale and Purchase Agreement. However, it has assigned to MFML the benefit of the comprehensive warranties that it has received from AmTrust under the AmTrust Agreement. Under the AmTrust Agreement an escrow account containing NZ$5 million will be established on settlement as security for any successful warranty claim against AmTrust. The escrow sum of NZ$5 million will be reduced to NZ$3 million after 12 months if no warranty claims have been notified to AmTrust, and the balance, if any, will be paid out to AmTrust 18 months after the Settlement Date. The benefit of this escrow account and the right to make a claim on the escrow account have been assigned by Multiplex SPV to MFML. In the event that the assignment is ineffective or not recognised by AmTrust, Multiplex SPV will at MFML's cost and in accordance with MFML's instructions pursue any claim against AmTrust and hold the benefit and proceeds of any claim for MFML.

Some of the Second Stage Properties require either rent reviews to take place, with such reviews being to an agreed level, or renewed lease terms to be agreed prior to the Settlement Date, if the forecast yields are to be achieved. Under the AmTrust Agreement, so as to ensure that such yields are achieved, AmTrust has agreed to underwrite any shortfalls that exist on the Settlement Date by paying into a trust account such funds as are required to cover any shortfall in the difference between the rent that was to be achieved and the rent actually being paid. MFML has, under the Sale and Purchase Agreement, the benefit of these underwrite provisions. Therefore the forecast yields are protected.

14.2 MULTIPLEX PROPERTY TRUST UNIT SUBSCRIPTION DEED AND MULTIPLEX ACUMEN UNIT SUBSCRIPTION DEED

Under the Multiplex Property Trust Unit Subscription Deed, the Multiplex Property Trust has agreed to subscribe for 18.9 million Units in the Fund, at an issue price of $1.07 per Unit, and the Manager has agreed to issue those Units to the Multiplex Property Trust on the Settlement Date.

Similarly, under the Multiplex Acumen Unit Subscription Deed, the Multiplex Acumen Property Fund has agreed to subscribe for 18.9 million Units, at an issue price of $1.07 per Unit, and the Manager has agreed to issue those Units to the Multiplex Acumen Property Fund on the Settlement Date.

Multiplex Acumen Property Fund is entitled to a placement fee of approximately $1.1 million (exclusive of GST) in consideration for subscribing for Units. This fee will be paid by the Manager from its own funds and not out of the assets of the Fund.

Each of these subscription deeds govern how and when the Multiplex Property Trust and Multiplex Acumen Property Fund subscribe for their Units and how and when Units will be issued to the Multiplex Property Trust and Multiplex Acumen Property Fund.

Under each subscription deed, the Manager also provides certain warranties to the Multiplex Property Trust and Multiplex Acumen Property Fund, in relation to matters such as the Manager's ability to issue this PDS and to issue Units to the Multiplex Property Trust and Multiplex Acumen Property Fund.

14.3 RIGHTS OF FIRST REFUSAL

Prior to the acquisition by the Fund of the two sub-trusts (described in Section 6.6), those sub-trusts were controlled by the Multiplex Property Trust. The Manager has granted rights of first refusal to the Multiplex Property Trust, in relation to the future sale by the Fund of any of the First Stage Properties, or of a beneficial interest in them.

Under these rights of first refusal, before the Manager permits a sale of any of the First Stage Properties (or of any interest in either sub-trust) to occur, the Manager must first allow Multiplex Funds Management Limited (in its capacity as responsible entity of the Multiplex Property Trust) to make an offer to buy the relevant First Stage Property or sub-trust interest (as the case may be). If the Manager chooses not to accept the offer, then the Manager will be free to sell the First Stage Property, or sub-trust interest, provided the sale occurs on terms and conditions no less favourable to the Fund than those which were offered by the Multiplex Property Trust.

However, the rights of first refusal granted to the Multiplex Property Trust are subject to other rights, held by General Distributors Limited in relation to each of the First Stage Properties (other than the South City Shopping Centre and the ASB Bank Centre). These first rights of refusal are contained in the leases with General Distributors Limited.

For each property in relation to which General Distributors Limited is a tenant (namely, every First Stage Property apart from the South City Shopping Centre and the ASB Bank Centre), General Distributors Limited has (pursuant to its lease of the property):

— a right of first refusal to purchase the property before it is offered to anyone else, and
— an option to buy the property, exercisable if a competitor of the Progressive Enterprises Limited group of companies acquires at least 40% of the Units in the Fund.

These rights are held by General Distributors Limited whilst it is a member of the Progressive Enterprises Limited group of companies.

Therefore, if the Manager wishes to sell any First Stage Property (other than the South City Shopping Centre or the ASB Bank Centre), the Manager must first permit General Distributors Limited to make an offer for purchase of the Property (before giving the Multiplex Property Trust the same opportunity).

Telecom New Zealand Limited (Telecom NZ) has a right of first refusal to purchase Telecom House and the Plaza before each can be sold to anyone else. Therefore, if the Manager wishes to sell Telecom House or the Plaza, it must first permit Telecom NZ to make an offer to purchase it before giving third parties the right to purchase the property. Any sale to a third party would occur on terms and conditions no less favourable to the Fund than those which were offered to the Fund by Telecom NZ.

14.4 FOUNDER UNIT SUBSCRIPTION DEEDS

Under the Founder Unit Subscription Deeds, Hyde Park and SPB agreed to subscribe for up to 43.5 million Founder Units at an issue price of $1.07 per Founder Unit, and the Manager has agreed to issue those Founder Units to Hyde Park and SPB.

The Founder Unit Subscription Deeds govern how and when both Hyde Park and SPB will subscribe for the Founder Units and how and when those Units will be issued by the Manager to Hyde Park and SPB. The Founder Units will be issued to Hyde Park and SPB on or before 31 May 2005.

The Manager has provided certain warranties to Hyde Park and SPB under these subscription deeds, similar to those provided by the Manager to the Multiplex Property Trust and the Multiplex Acumen Property Fund under the Multiplex Property Trust Unit Subscription Deed and the Multiplex Acumen Unit Subscription Deed.

The Founder Unit Subscription Deeds also place an obligation upon the Manager to gradually redeem both SPB's and Hyde Park's Founder Units (in accordance with the Constitution), as monies are raised by the Manager from the issue of Units under this PDS. The Manager must redeem all of SPB's Founder Units before redeeming any of Hyde Park's Founder Units. Multiplex must also pay to SPB and Hyde Park a fee equal to the greater of either 2.5% of the funds provided by them or $900,000. This fee is payable by Multiplex from its own funds and not out of assets of the Fund.

In addition, Multiplex has agreed to guarantee to Hyde Park and SPB that Hyde Park's and SPB's total combined return on funds provided by them (net of all costs and expenses payable or paid by Hyde Park and SPB) will be 15% per annum. Multiplex has agreed to pay to Hyde Park and SPB any shortfall to make up this return under the Founder Unit Subscription Deeds. This amount is payable by Multiplex from its own funds and not out of assets of the Fund.

14.5 UNIT ACQUISITION FACILITY AGREEMENT

The Unit Acquisition Facility Agreement is between Multiplex and the Manager, in its personal capacity. Under this agreement, Multiplex agrees to make available the cash facility referred to in Section 2.11, which is to allow the Manager to acquire from Unitholders Units of up to $5 million in price each financial year, commencing on 1 July 2006 (up to the maximum commitment of $20 million) over the life of the Fund.

Under the agreement, the Manager is able to call upon Multiplex to provide to the Manager funds of up to $5 million each financial year (commencing on 1 July 2006). Any funds provided by Multiplex to the Manager under this agreement are repayable by the Manager to Multiplex from the Manager's own assets and not out of the Fund. The Manager, under the agreement, must also pay to Multiplex all distributions of income and capital in relation to the Units the Manager acquires from Unitholders using the funds provided by Multiplex. These amounts are also payable by the Manager from its own funds and not from the assets of the Fund. The agreement gives Multiplex a right to take a charge over Units acquired by the Manager whilst funds are outstanding to Multiplex.

14.6 CUSTODY DEED

The Custody Deed appoints MFML as the custodian to hold the scheme property. MFML holds the assets as bare trustee of the Manager. The responsibilities of MFML include purchasing and selling assets of the Fund as directed by the Manager in accordance with the Constitution, record keeping, reporting, opening bank accounts, and holding and dispersing money on behalf of the Manager. The assets are held in MFML's name. MFML must not effect any transactions involving the assets of the Fund unless it has received proper instructions from the Manager. The terms of the Custody Deed include specific requirements of ASIC policy and comply with the conditions set out on the Manager's Australian Financial Services licence. MFML is entitled to be paid fees as mentioned in Section 10 and be reimbursed for expenses.

15 SECTION
ADDITIONAL INFORMATION

15.1 RESPONSIBLE ENTITY

The Manager, as the responsible entity of the Fund, is responsible for the management and administration of the Fund. The powers and duties of the Manager are set out in the Constitution, the Corporations Act, and the general law. The duties of the Manager under the Corporations Act include:

- acting honestly;
- acting in the best interests of Unitholders and, if there is a conflict between Unitholder interests and those of the Manager, giving priority to Unitholders' interests;
- ensuring that the Fund's assets are clearly identified as Fund assets and held separately from assets of the Manager and assets of any other fund and are valued at regular intervals;
- treat Unitholders who hold interests of the same class equally and Unitholders who hold interests of different classes fairly;
- ensuring that payments out of Fund assets are made in accordance with the Constitution and the Corporations Act; and
- reporting within five business days to ASIC any breach, or likely breach, of the Corporations Act in relation to the Fund or the Manager's Australian Financial Services licence which is significant (according to the meaning of that term in the Corporations Act). For example, a breach is significant when it has caused, or is likely to cause, a significant financial loss for Unitholders or the Manager.

15.2 RETIREMENT OF MANAGER

The Manager may retire as the responsible entity of the Fund by calling a meeting of Unitholders to explain why the Manager wishes to retire and to enable Unitholders to choose a replacement responsible entity by voting on an extraordinary resolution. The Manager may also be removed from office by an extraordinary resolution passed at a meeting of Unitholders.

15.3 RIGHTS AND OBLIGATIONS OF UNITHOLDERS

The rights of Unitholders will be governed by the Constitution and the Corporations Act and its regulations. The Constitution provides that the liability of each Unitholder is limited to its investment in the Fund and any undistributed income. A Unitholder is not required, under the Constitution, to indemnify the Manager or a creditor of the Manager against any liability of the Manager. However, the Manager is unable to ensure Unitholders that their liability will be limited in the manner provided by the Constitution, because the ultimate liability of Unitholders rests with the courts.

15.4 CONSTITUTION

The Constitution governs the rights and obligations of Unitholders. The Constitution is dated 28 July 2004. The Constitution covers details relating to the fees of the Manager, certain rights of the Unitholders and the Manager's duties and powers.

The Manager cannot amend the Constitution without Unitholders approving such amendments by special resolution, unless the Manager reasonably believes that such amendments will not adversely affect the rights of the Unitholders.

The Constitution includes provisions dealing with:

- investments of the Fund and valuation principles for assets;
- the distribution of income and capital;
- the obligations, duties and powers of the Manager and delegation of its functions;
- the duration of the Fund including termination;
- recoverable expenses, permitted borrowing and the limitation of liability, remuneration and indemnification of the Manager as the responsible entity; and
- procedures for the convening and holding of meetings of Unitholders.

The main rights and liabilities attaching to Units are summarised below:

Voting rights

At a meeting, on a show of hands, each Unitholder present in person or by proxy shall have one vote. On a poll, each Unitholder will be entitled to one vote for each Unit held.

Unitholder meetings

The Manager may at any time summon a meeting of Unitholders for such purpose as it sees fit. On the requisition in writing of at least 100 Unitholders or Unitholders holding at least 5% of the Units, the Manager will convene a meeting of Unitholders.

Rights on winding up

On a winding up, the net proceeds of realisation of the assets of the Fund, after discharging or providing for all liabilities of the Fund, must be distributed pro rata to Unitholders according to their Unit holdings.

Transfer of Units

A Unitholder may only transfer Units in such a manner as the Manager may prescribe from time to time.

15.5 CORPORATE GOVERNANCE

Responsible entity

The Manager is the responsible entity of the Fund and is responsible for the overall corporate governance, including the protection of Unitholder interests, developing strategic direction, establishing goals for management and monitoring the achievement of these goals.

Board composition

The board of directors of the Manager meets on a regular basis and is required to discuss pertinent business developments and review the operations and performance of the Fund.

Compliance Committee

The Manager has established a Compliance Committee which includes a majority of external members. The role of the Compliance Committee includes:

- monitoring the Manager's compliance with the Compliance Plan;
- reporting to ASIC, if the Compliance Committee takes the view that the Manager has not taken or does not propose to take, appropriate action to deal with breaches reported to the Manager; and
- assessing the adequacy of the Compliance Plan and recommending any changes to the Manager.

Compliance Plan

The Manager has adopted a Compliance Plan for the Fund which sets out the policies and procedures that ensure management objectives are carried out effectively and efficiently and in accordance with the Corporations Act and the Constitution. This Compliance Plan has been lodged with ASIC and is dated 28 July 2004. The Manager has appointed an internal person as compliance officer who is responsible for performing periodic reviews of the Manager's compliance with the provisions of the Compliance Plan. Each year the Compliance Plan is independently audited and the audit report is lodged with ASIC.

Financial reporting

There is a comprehensive budgeting system with an annual budget approved by the directors of the Manager. Monthly actual results are reported against budget and revised forecasts for the year are prepared regularly.

Conflicts of interest

In accordance with the Corporations Act and the Constitution, directors must keep the board of the Manager advised, on an ongoing basis, of any interest that could potentially conflict with those of the Manager. Where the board believes that a significant conflict exists, the director concerned will not be present at the meeting of directors (and thereby does not cast a vote) whilst the item is considered. The Manager has developed procedures to assist directors to disclose potential conflicts of interest.

Related party disclosure

(a) MFML is the custodian of the Fund (see summary of the Custody Deed in Section 14.6). It is also the responsible entity of the Multiplex Property Trust. In its capacity as responsible entity of Multiplex Property Trust, MFML has entered into the Multiplex Property Trust Unit Subscription Deed (see summary in Section 14.2) and has been granted the rights of first refusal to acquire any of the properties (or any beneficial interest in them) set out in Section 14.3.

The Multiplex Group has also entered into other transactions with Foodland Associated Limited (the ultimate parent company of a lessee of Fund property, General Distributors Limited) and its subsidiaries. These transactions concern other possible future property transactions in Australia and New Zealand. None of these transactions will involve the Fund, unless the Multiplex Group, the Manager and Foodland Associated Limited agree.

All dealings MFML has had with the Fund have been conducted on arm's length terms with the Manager as responsible entity for the Fund.

(b) Multiplex Acumen Property Fund is a managed investment scheme, the responsible entity for which is Acumen Capital Securities Limited. This company is a wholly owned subsidiary of Multiplex. The existing investment the Multiplex Acumen Property Fund has in the Fund has been made at $1.00 per Unit. The Multiplex Acumen Property Fund has entered into the Multiplex Acumen Unit Subscription Deed (see summary in Section 14.2) to acquire additional Units on the Settlement Date.

(c) To the extent parties are associated with the Multiplex Group (including the entities listed) remain Unitholders, those entities will be entitled to vote at meetings of Unitholders. However, the Manager and its associates are restricted by law from voting where they have an interest in the resolution being considered, other than as a Unitholder.

(d) If the Manager enters into any other transactions with related parties then the Manager will observe the related party provisions in the Corporations Act, which include ensuring those dealings are on terms which would be negotiated if the parties were acting at arm's length (or better terms for the Fund), or asking Unitholders to approve the proposed transaction at a meeting of Unitholders.

(e) The Manager's interest in this Offer is disclosed in Section 10. Other entities in the Multiplex Group have investments in this Fund as set out in Section 6. Also, the Second Stage Properties are being acquired by a wholly owned subsidiary of the Multiplex Group (Multiplex SPV), then onsold to the Fund as disclosed in Section 6.3 and on the terms of the agreements summarised in Section 14.1.

15.6 COMPLAINTS

The Constitution contains procedures for the handling of complaints from Unitholders. If a Unitholder has a complaint they should write or call the Manager's Complaints Officer.

The Complaints Officer
Multiplex New Zealand Property Fund
Level 4
1 Kent Street
Sydney NSW 2000
Ph: (02) 9256 5700

In the event that a Unitholder is not satisfied with the outcome of a complaint, the Unitholder has the right to refer the matter to an external complaints resolution scheme. The Manager is a member of the Financial Industry Complaints Service Limited (FICS). A Unitholder can contact FICS on telephone 1300 780 808 (within Australia), by facsimile on (03) 9621 2291 or by writing to PO Box 579, Collins Street West, Melbourne, Victoria 8007. ASIC also has a toll free infoline on 1300 300 630 which Unitholders may use to complain or obtain information.

15.7 DISCLOSURE OF INTERESTS

Interests of others in this Offer

Except as set out in this PDS, no person named in this PDS as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this PDS, or a promoter of the Fund:

— has any interest, or has had any interest during the last two years, in the formation or promotion of the Fund, or in property acquired or proposed to be acquired by the Fund in connection with the Fund formation or promotion, or the Offer; or

— has been paid any amount or agreed to be paid any amount and no benefit has been given or agreed to be given to any such person in connection with services provided by the person in connection with the formation or promotion of the Fund or the Offer.

PricewaterhouseCoopers Securities Ltd has acted as Investigating Accountant to the Offer and has prepared an Investigating Accountant's Report on the pro-forma financial information and the forecast financial information for inclusion in the PDS. The Fund has paid or has agreed to pay approximately $100,000 (exclusive of GST) for these services.

PricewaterhouseCoopers has acted as tax adviser to the Offer and has prepared a Taxation Report for inclusion in the PDS. The Fund has paid or has agreed to pay approximately $80,000 (exclusive of GST) for these services.

Colliers International New Zealand Limited has acted as valuer and has prepared a valuation summary for inclusion in the PDS. The Fund has paid or has agreed to pay approximately NZ$130,000 (exclusive of GST) for these services. As a separate and unrelated transaction Colliers International New Zealand Limited will also receive a commission of NZ$1.25 million for acting as agent for the purchaser regarding the purchase of the Second Stage Properties. This commission will be paid by the Fund and is a commercial arms length commission payment for a transaction of this kind.

Atchison Consultants was established in 2001 to provide investment advice to participants in the financial and investment markets. The focus of the business is the analysis and assessment of financial market dynamics on the various asset classes and investment managers. TAG Asset Consulting Group Pty Ltd (ABN 58 097 703 047), trading as Atchison Consultants, is the holder of Australian Financial Services licence number 230846. Athison Consultants has provided information in relation to the performance of New Zealand property in Section 4. The Fund has agreed to pay $1,250 (exclusive of GST) for these services.

Dimasi Strategic Research provides independent market and economic research, specialising in the retail and property sectors. The company operates nationally throughout Australia and also in New Zealand. Dimasi Strategic Research has provided information in relation to the New Zealand economy in Sections 3 and 4. The Fund has agreed to pay $3,500 (exclusive of GST) for these services.

McMahon Clarke has acted as legal advisers to the Offer. The Fund has paid or has agreed to pay approximately $65,000 (exclusive of GST) for their services.

15.8 CONSENTS

PricewaterhouseCoopers Securities Ltd has given and has not, before the issue of this PDS, withdrawn its written consent to be named as the investigating accountant to the Offer in the form and context it is named and to the inclusion of the Investigating Accountant's Report and Financial Services Guide in Section 11 in the form and context it is included.

PricewaterhouseCoopers has given and has not, before the issue of this PDS, withdrawn its written consent to be named as tax adviser to the Offer in the form and content it is named and to the inclusion of the Taxation Report in Section 12 in the form and context it is included.

Colliers International New Zealand Limited has given and has not, before issue of this PDS, withdrawn its written consent to the inclusion of the summary reports to the valuations of the Properties in Section 12 and other statements attributed to them in the PDS, in the form and context in which they are included.

Registries (Victoria) Pty Ltd has given and has not, before the issue of this PDS, withdrawn its written consent to be named as the registry.

McMahon Clarke Legal has given and has not, before the issue of this PDS, withdrawn its written consent to be named as legal adviser in the directory.

Dimasi Strategic Research has given and has not, before the issue of this PDS, withdrawn its written consent to the inclusion of graphs and statements attributed to it in Sections 3 and 4 in the form and context in which they are used, and to be named in the form and context in which it is named in this PDS.

Atchison Consultants has given and has not, before the issue of this PDS, withdrawn its written consent to the inclusion of graphs in Section 4 in the form and context in which they are used, and to be named in the form and context in which it is named in this PDS.

None of the parties referred to above have made any statement that is included in the PDS or any statement on which a statement in the PDS is based, except as stated above. Other than where they are specifically referred to, each of these parties expressly disclaims and takes no responsibility for any statements in, or omissions from, this PDS. This applies to the maximum extent permitted by law and does not apply to any matter and to the extent to which consent is given above.

15.9 INSPECTION OF DOCUMENTS

A true copy of the following documents will be available for inspection during normal business hours free of charge at the registered office of the Manager:

— the Constitution and Compliance Plan;

— the material agreements mentioned in Section 14;

— the valuation summaries included in Section 12 of this PDS and the full valuation reports referred to in those summary valuation reports; and

— the consents mentioned in Section 15.8.

15.10 INVESTMENT THROUGH AN INVESTOR DIRECTED PORTFOLIO SERVICE

A person may invest indirectly in the Fund through an administration service or an investor directed portfolio service (IDPS) such as a master fund or wrap account, or a nominee or a custody service, by directing the trustee or operator of the IDPS to acquire Units on their behalf. Investors in an IDPS, master fund or wrap account, or a nominee or custody service may rely upon and are authorised to use the information contained in this PDS for the purpose of inviting and giving a direction to a trustee or operator of an IDPS, master fund, wrap account, or a nominee or custody service to invest in the Fund on their behalf.

An indirect investor does not become a Unitholder in the Fund. Accordingly, they do not acquire the rights of a Unitholder of the Fund or acquire any direct interest in the Fund. The operator or manager of the IDPS acquires these rights and can exercise, or decline to exercise them, on behalf of the investor according to the arrangements governing the IDPS. A person who invests in the Fund through an IDPS should ignore information in this PDS that is relevant only for direct investors. This includes information relating to:

Application Form

A person investing in the Fund through an IDPS should not complete the Application Form attached to or accompanied by this PDS. An indirect investor should complete the application form supplied by the operator of the IDPS.

Information

An indirect investor will receive no statement, tax information or other information directly from the Fund. An indirect investor should receive equivalent information from the operator of the IDPS.

Redemption/Exit

Provisions which relate to redemptions and exits will affect the operator of the IDPS and not the indirect investor.

Fees and expenses

Fees and expenses applicable to the IDPS (and set out in the IDPS offer document or client agreement) are payable in addition to the fees and expenses stated in this PDS.

15.11 STATEMENT REGARDING LABOUR STANDARDS AND ENVIRONMENTAL, SOCIAL AND ETHICAL CONSIDERATIONS

The Manager does not, in the context of making decisions relating to the Fund, take into account labour standards or environmental, social or ethical considerations, except to the extent that the Manager considers these issues have the potential to materially impact on the merits of its decisions in relation to the Fund. This means that if the sustainability or value of the Fund is adversely affected due to unacceptable labour standards or environmental, social or ethical factors, the Manager may choose not to invest further or to dispose of the investment.

15.12 CONSENT BY DIRECTORS

Each director of the Manager has consented in writing to the issue of this PDS.

15.13 ASIC RELIEF

The Manager has applied for and been granted relief by ASIC from the requirement to set out in the Constitution adequate provision for transaction costs associated with the acquisition of a Unit in the Fund or a withdrawal from the Fund where the Manager discloses the basis on which those costs are calculated in each PDS for Units that is given to a person as a retail client while the Constitution does not make such provision.

The Manager has disclosed this information in Sections 2.9 and 2.10 which relate to the issue and withdrawal prices of Units. For the transaction costs on withdrawal, refer to the explanation in Section 2.10.

The relief granted by ASIC also confirmed that the Constitution need not make adequate provision for the consideration to acquire an interest in the Fund to the extent the Manager reasonably believes the value of an asset cannot be objectively ascertained at the relevant time and the valuation methods and policies the Manager will apply in determining asset values are disclosed in each PDS that is given to a person as a retail client while the Constitution does not make such provision.

SECTION 16
GLOSSARY

GLOSSARY

AmTrust	The original vendor of the Second Stage Properties, AmTrust Pacific Properties Limited.
AmTrust Agreement	The agreement pursuant to which Multiplex SPV will acquire the Second Stage Properties from AmTrust.
Application Form	The application form attached to or accompanying this PDS.
ASIC	Australian Securities & Investments Commission.
ASX	Australian Stock Exchange Limited (ABN 98 008 624 691).
Bank	Commonwealth Bank of Australia, New Zealand branch.
Business Day	A day other than a Saturday, Sunday or public holiday in Sydney.
CBD	Central Business District.
Compliance Committee	The committee established by the Manager and described in Section 15.5.
Compliance Plan	Compliance plan for the Fund dated 28 July 2004 including any modifications to the plan.
Constitution	Constitution for the Fund dated 28 July 2004 including any supplementary or replacement constitutions.
Corporations Act	Corporations Act 2001 (Cwlth).
CPI	Consumer Price Index.
Custody Deed	The deed appointing MFML as custodian of the Fund's assets as summarised in Section 14.6.
First Stage Properties	Means the 11 New Zealand commercial properties acquired by the Fund on 31 August 2004 and 1 September 2004.
Forecast Period	1 September 2004 to 30 June 2006.
Founder Unit Subscription Deeds	The deeds pursuant to which Hyde Park and SPB will be issued Founder Units on or before the Settlement Date, as summarised in Section 14.4.
Founder Units	Units in the Fund issued to Hyde Park and SPB as "Founder Units Class 2", which are issued and can be redeemed by the Manager for $1.07 per Unit.
Fund	Multiplex New Zealand Property Fund (ARSN 110 281 055).
Gross Value of Assets	The total value of all assets in the Fund.
GST	Goods and Services Tax.
Hyde Park	Hyde Park Management Limited (ABN 63 008 698 708).
IDPS	Investor directed portfolio service.
Issue Date	The date of issue of the PDS, being 4 May 2005.
Loan	The Bank loan facilities for the Fund as summarised in Section 8.
LVR	Loan to Value Ratio.
Manager	Multiplex Capital Limited (ABN 32 094 936 866), the responsible entity of the Fund.
MFML	Multiplex Funds Management Limited (ABN 15 105 371 917).
Multiplex	Multiplex Limited (ABN 96 008 687 063) and its subsidiaries.
Multiplex Acumen Property Fund	Multiplex Acumen Property Fund (ARSN 104 341 988).
Multiplex Group	Multiplex and Multiplex Property Trust and all other entities controlled by each of them.
Multiplex Property Trust	Multiplex Property Trust (ARSN 106 643 387).
Multiplex SPV	A New Zealand domiciled company, known as Multiplex Constructions (NZ) Limited, which is the purchaser under the AmTrust Agreement and the vendor under the Sale and Purchase Agreement.
Multiplex Tasman Property Fund	A New Zealand domiciled unlisted trust which owns Units in the Fund and is expected to acquire further Units under this Offer.
NLA	Net lettable area.
NTA	The net tangible asset backing value of the Fund (being its total gross assets, excluding intangible assets, minus its liabilities).
NZ$	New Zealand dollars.

Offer	The offer of sufficient Units pursuant to this PDS to raise $40.4 million, plus oversubscriptions (if any).
Original PDS	The product disclosure statement dated 7 September 2004 issued by the Manager which has now closed.
PDS	This product disclosure statement issued by the Manager.
Properties	Each of the properties set out in Section 5, comprising the First Stage Properties and the Second Stage Properties.
Record Date	The date on which the Reserved Allocation is calculated, being 29 April 2005.
Registry	Registries (Victoria) Pty Ltd (ACN 110 851 333), being the company appointed by the Manager to maintain the Fund registry.
Reserved Allocation	13 new Units at $1.07 per Unit for every 20 Units held by existing investors in the Fund as at the Record Date.
Rollover	Refers to the continuation of the Fund at each seven year anniversary from 1 September 2004 following Unitholders being asked if they want to exit from the Fund or continue as a Unitholder (see Section 2.10 for further information).
Sale and Purchase Agreement	The agreement pursuant to which the Fund will acquire the Second Stage Properties from Multiplex SPV, summarised in Section 14.1.
Second Stage Properties	Means the 11 Auckland office properties to be acquired by the Fund on the Settlement Date.
Section	A section of this PDS.
Settlement Date	Means 31 May 2005, the date on which the Second Stage Properties will be acquired by the Fund.
SPB	SPB Developments Pty Limited (ACN 083 060 217).
Unit	A unit in the Fund.
Unit Subscription Deeds	The deeds pursuant to which the Multiplex Property Trust and the Multiplex Acumen Property Fund will be issued Units on or before the Settlement Date, as summarised in Section 14.2.
Unitholder	A person or entity holding an interest in the Fund.
$	Australian dollars.

DIRECTORY

FUND

Multiplex New Zealand Property Fund
ARSN 110 281 055

RESPONSIBLE ENTITY AND MANAGER

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MULNZPF 05/05