



LIPPO MALLS INDONESIA RETAIL TRUST

(Constituted in the Republic of Singapore pursuant to a Trust Deed dated 8 August 2007 (as amended))

## **NOTICE OF EXTRAORDINARY GENERAL MEETING LIPPO MALLS INDONESIA RETAIL TRUST**

**NOTICE IS HEREBY GIVEN** that an EXTRAORDINARY GENERAL MEETING of Lippo Malls Indonesia Retail Trust (“**LMIR Trust**”) will be held on 18 April 2018, Wednesday at 2:30 p.m. at Vanda Ballroom, Level 5, Marina Mandarin Singapore, 6 Raffles Boulevard, Marina Square, Singapore 039594 (the “**EGM**”) (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of LMIR Trust to be held at 2:00 p.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

### **ORDINARY RESOLUTION – APPROVAL FOR THE WHITEWASH RESOLUTION**

That subject to the conditions in the letter from the Securities Industry Council dated 23 February 2018 being fulfilled, the Unitholders, other than PT Lippo Karawaci Tbk, the sponsor of LMIR Trust (the “**Sponsor**”), parties acting in concert with the Sponsor and parties which are not independent of the Sponsor, hereby (on a poll taken) waive their rights to receive a mandatory offer from the Sponsor and parties acting in concert with the Sponsor, which includes any of its associates (including LMIR Management Ltd.), for all the Units not already owned by the Sponsor and parties acting in concert with the Sponsor, in the event that they incur a mandatory bid obligation pursuant to Rule 14 of the Singapore Code on Take-overs and Mergers as a result of the receipt of the 2017 Performance Fee and the 1Q2018 Base Fee (as defined in the unitholders’ circular dated 26 March 2018 (the “**Circular**”) which the Manager elects to be paid in the form of Units for the financial year ending 31 December 2017 and three-month period ending 31 March 2018 respectively (the “**2017 Performance Fee Units**” and “**1Q2018 Base Fee Units**” respectively) pursuant to Clause 15.1.7 of the Trust Deed (as defined in the Circular).

### **EXTRAORDINARY RESOLUTION – APPROVAL FOR THE PROPOSED ELECTRONIC COMMUNICATIONS TRUST DEED SUPPLEMENT**

That approval be and is hereby given to amend the trust deed constituting LMIR Trust (the “**Trust Deed**”) to include provisions regarding electronic communications of notices and documents to Unitholders of LMIR Trust in the manner set out in Appendix B of the Circular (the “**Proposed Electronic Communications Trust Deed Supplement**”); and the Manager, any director of the Manager and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such director of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of LMIR Trust to give effect to the Proposed Electronic Communications Trust Deed Supplement.

The foregoing items of business are more fully described in the Circular.

By Order of the Board

**LMIRT Management Ltd**  
(Company Registration No. 200707703M)  
as Manager of Lippo Malls Indonesia Retail Trust

Victor Lai Kuan Loong  
Company Secretary

Singapore  
26 March 2018

**Important Notice:**

- (1) A Unitholder of LMIR Trust who is not a relevant intermediary entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Unitholder of LMIR Trust. Where a Unitholder of LMIR Trust appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her holding (expressed as a percentage of the whole) to be represented by each proxy.
- (2) A Unitholder of LMIR Trust who is a relevant intermediary entitled to attend and vote at the EGM is entitled to appoint more than two proxies to attend and vote instead of the Unitholder, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder of LMIR Trust appoints more than one proxy, the appointments shall be invalid unless he/she specifies the number of Units in relation to which each proxy has been appointed in the Proxy Form (as defined below).

**“Relevant intermediary”** means:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds Units in that capacity; or
  - (c) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of Units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (3) The instrument appointing a proxy (“**Proxy Form**”) must be lodged at the registered office of the Unit Registrar at Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 72 hours before the time appointed for the EGM.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder’s personal data by LMIR Trust and the Trustee (or their agents) for the purpose of the processing and administration by LMIR Trust and the Trustee (or their agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation

and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for LMIR Trust and the Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to LMIR Trust and the Trustee (or their agents), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by LMIR Trust and the Trustee (or their agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify LMIR Trust and the Trustee in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.