

Notice of Annual General Meeting of the Unitholders



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

NOTICE OF ANNUAL GENERAL MEETING OF THE UNITHOLDERS OF

LIPPO MALLS INDONESIA RETAIL TRUST

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting (“**AGM**”) of the holders of units of Lippo Malls Indonesia Retail Trust (“**LMIR Trust**”, and the holders of units of LMIR Trust, “**Unitholders**”) will be convened and held physically at Village Hotel Changi, Basement 1, Square Ballroom, 1 Netheravon Road, Singapore 508502 on **Thursday, 25 April 2024 at 10:00 a.m. (Singapore Time)** to transact the following business:

(A) AS ORDINARY BUSINESS

1. To receive and adopt the Report of the Trustee issued by Perpetual (Asia) Limited, as trustee of LMIR Trust (the “**Trustee**”), the Statement by the Manager issued by LMIRT Management Ltd., as manager of LMIR Trust (the “**Manager**”), and the Audited Financial Statements of LMIR Trust for the financial year ended 31 December 2023 together with the Auditors’ Report thereon.

(Ordinary Resolution 1)

2. To re-appoint RSM SG Assurance LLP (formerly known as RSM Chio Lim LLP) as Auditors of LMIR Trust and to hold office until the conclusion of the next AGM and to authorise the Manager to fix their remuneration.

(Ordinary Resolution 2)

(B) AS SPECIAL BUSINESS

To consider and if thought fit, to pass with or without any modifications, the following resolution as an Ordinary Resolution:

3. That pursuant to Clause 5 of the trust deed constituting LMIR Trust (as amended) (the “**Trust Deed**”) and the listing rules of Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Manager be authorised and empowered to:

- (a) (i) issue units in LMIR Trust (“**Units**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Units,

at any time and upon such terms and conditions and for such purposes and to such persons as the Manager may in its absolute discretion deem fit; and

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- (b) issue Units in pursuance of any Instrument made or granted by the Manager while this Resolution was in force (notwithstanding the authority conferred by this Resolution may have ceased to be in force at the time such Units are issued),

provided that:

- (1) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent (50.0%) of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Units to be issued other than on a *pro rata* basis to existing Unitholders (including Units to be issued in pursuance of Instruments to be made or granted pursuant to this Resolution) shall not exceed twenty per cent (20.0%) of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (2) below);
- (2) subject to such manner of calculation as may be prescribed by the SGX-ST, for the purpose of determining the aggregate number of Units and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued Units and Instruments shall be based on the total number of issued Units (excluding treasury Units, if any) at the time of the passing of this Resolution, after adjusting for:
 - (a) new Units arising from the conversion or exercise of the Instruments or any convertible securities which are outstanding or subsisting at the time of the passing of this Resolution;
 - (b) new Units arising from exercising unit options or vesting of unit awards outstanding and subsisting at the time of the passing of this Resolution; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Units;
- (3) in exercising the authority conferred by this Resolution, the Manager shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Trust Deed for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);
- (4) unless revoked or varied by Unitholders in a general meeting of LMIR Trust, the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next AGM of LMIR Trust or (ii) the date by which the next AGM of LMIR Trust is required by law to be held, whichever is earlier or (iii) in the case of Units to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such Units in accordance with the terms of the Instruments;
- (5) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted in the event of rights, bonus or other capitalisation issues or any other events, the Manager is authorised to issue additional Instruments or Units pursuant to such adjustment notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the Instruments or Units are issued; and

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- (6) the Manager and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as the Manager or, as the case may be, the Trustee may consider necessary, expedient, incidental or in the interest of LMIR Trust to give effect to the authority contemplated and/or authorised by this Resolution.

(Please see Explanatory Note 1)

(Ordinary Resolution 3)

4. To transact any other business as may properly be transacted at an AGM.

By Order of the Board
LMIRT Management Ltd.
(Company Registration No. 200707703M)
as manager of Lippo Malls Indonesia Retail Trust

Eunice Hooi Lai Fann
Company Secretary

Singapore
3 April 2024

EXPLANATORY NOTE:

1. *Ordinary Resolution 3*

The Ordinary Resolution 3 in item 3 above, if passed, will empower the Manager from the date of this AGM until (i) the date by which the next AGM of the Unitholders of LMIR Trust, or (ii) the date by which the next AGM of the Unitholders is required by law to be held, or (iii) such authority is varied or revoked by the Unitholders in a general meeting, whichever is the earliest, to issue Units, make or grant Instruments and to issue Units pursuant to such Instruments, up to a number not exceeding, in total, fifty per cent (50.0%) of the total number of issued Units (excluding treasury Units, if any), with a sub-limit of twenty per cent (20.0%) for issues other than on a *pro rata* basis to Unitholders.

For the purpose of determining the aggregate number of Units that may be issued, the percentage of issued Units will be calculated based on the total number of issued Units (excluding treasury Units, if any) at the time this Ordinary Resolution is passed after adjusting for new Units arising from the conversion or exercise of any Instruments, the exercise of unit options or the vesting of unit awards outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Units.

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IMPORTANT NOTICE:

1. The AGM will be held physically at Village Hotel Changi, Basement 1, Square Ballroom, 1 Netheravon Road, Singapore 508502 on **Thursday, 25 April 2024 at 10:00 a.m. (Singapore Time)**. Any reference to a time of day is made by reference to Singapore time.

Printed copies of this Notice of AGM ("**Notice**") will be sent to Unitholders. In addition, this Notice will be made available electronically via publication on LMIR Trust's website at the URL https://www.lmir-trust.com/ir_agm2024.html and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

2. Arrangements relating to attendance at the AGM, submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions in advance of, or at, the AGM and voting at the AGM (i) by the Unitholder or his/her/its duly appointed proxy(ies) (other than the Chairman of the AGM); or (ii) by appointing the Chairman of the AGM as proxy to vote on the Unitholders' behalf at the AGM, are set out in the paragraphs below.
3. Question and answer and AGM minutes

Unitholders, including CPF and SRS investors, or, where applicable, their appointed proxy(ies) or corporate representative(s), can submit questions in advance of, or at, the AGM.

Submit questions in advance of the AGM

Unitholders, including CPF and SRS investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM. Such questions must be received by the Manager no later than **5:00 p.m. (Singapore Time) on Monday, 15 April 2024** and can be submitted in the following manner:

- (a) electronically via email by completing the Submission of Questions Form provided by the Manager on LMIR Trust's website at the URL https://www.lmir-trust.com/ir_agm2024.html and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and sending the same to LMIR Trust's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at Imirtagm2024@boardroomlimited.com; or
- (b) in hard copy by completing the Submission of Questions Form provided by the Manager on LMIR Trust's website at the URL https://www.lmir-trust.com/ir_agm2024.html and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and sending the same by post to the office of LMIR Trust's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.

Addressing questions

The Manager will endeavour to publish the responses to all substantial and relevant questions (which are relevant to the resolutions to be tabled for approval at the AGM) received from Unitholders by **5:00 p.m. (Singapore Time) on Monday, 15 April 2024** on LMIR Trust's website at the URL https://www.lmir-trust.com/ir_agm2024.html, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> **before trading commences on 19 April 2024**.

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The Manager will also address any substantial and relevant questions which have been received after the deadline on **5:00 p.m. (Singapore Time) on Monday, 15 April 2024** and have not already been addressed prior to the AGM, as well as those substantial and relevant questions received at the AGM itself, will be addressed during the AGM. Where substantially similar questions are received, the Manager will consolidate such questions and consequently, not all questions may be individually addressed.

Ask questions at the AGM

At the AGM, Unitholders, including CPF and SRS investors, or, where applicable, their appointed proxy(ies) or corporate representative(s) can also ask substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, at the AGM itself.

Unitholders, including CPF and SRS investors, or, where applicable, their appointed proxy(ies) or corporate representative(s), must be registered and authenticated to ask questions live at the AGM.

The Chairman of the AGM will conduct the proceedings of the AGM and, together with the directors and senior management of the Manager, will endeavour to address the substantial and relevant questions raised during the AGM which are related to the resolutions to be tabled for approval at the AGM.

The Manager will publish the minutes of the AGM which will include the responses to the substantial and relevant questions which are addressed during the AGM on LMIR Trust's website at the URL https://www.lmir-trust.com/ir_agm2024.html, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> within one month from the date of the AGM.

5. Vote in person, or appoint proxy(ies) to vote, at the AGM

Live voting will be conducted during the AGM for Unitholders, including CPF and SRS investors, or, where applicable, their appointed proxy(ies) or corporate representative(s) attending the AGM.

A Unitholder who wishes to exercise his/her/its voting rights at the AGM may:

- (a) vote live at the AGM;
- (b) appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM; or
- (c) appoint a proxy(ies) to vote on their behalf at the AGM.

Upon their registration at the AGM venue, Unitholders, including CPF and SRS investors, and (where applicable) duly appointed proxy(ies), will be provided with a handheld device for electronic voting at the physical AGM.

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Appointment of proxy(ies) or corporate representative(s)

Unitholders (whether individual or corporate) who wish to appoint a proxy(ies), including the Chairman of the AGM, must submit an instrument of proxy ("**Proxy Form**") by post or via the manner stated below.

A corporation, being a Unitholder, may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the AGM and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy (the "**Requisite Document**"), be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.

A Unitholder who is not a relevant intermediary (as defined below) is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such Unitholder appoints more than one proxy, the proportion of his/her/its unitholding concerned to be represented by each proxy must be specified in the Proxy Form.

A Unitholder who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder appoints more than two proxies, the number and class of Units held in relation to which each proxy has been appointed must be specified in the Proxy Form.

"**relevant intermediary**" means:

- (i) a banking corporation licensed under the Banking Act 1970 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;
- (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds Units in that capacity; or
- (iii) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953 of Singapore, in respect of Units purchased under the subsidiary legislation made under the Central Provident Fund Act 1953 of Singapore 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.

Printed copies of the Proxy Form will be sent to Unitholders. In addition, the Proxy Form may be accessed at LMIR Trust's website at the URL https://www.lmir-trust.com/ir_agm2024.html, and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

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A Unitholder who wishes to submit a Proxy Form or Requisite Document, whichever is applicable, must do so in the following manner:

- (a) if submitted by post, by lodging it at the office of LMIR Trust's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (b) if submitted electronically via email, by attaching and sending a clear PDF copy of it to LMIR Trust's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at lmirtagm2024@boardroomlimited.com,

in each case, by **10:00 a.m. (Singapore Time) on Monday, 22 April 2024**, being 72 hours before the time fixed for the AGM.

A Unitholder who wishes to submit the Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending a clear PDF copy by email to the email address provided above.

The Proxy Form must be signed by the appointer or his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney. Where the Proxy Form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a notarially certified copy thereof must be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.

The Manager shall have the right to reject any Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of Units entered in the Depository Register, the Manager (a) may reject any Proxy Form if the Unitholder, being the appointor, is not shown to have Units entered against his or her name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by CDP to the Manager; and (b) shall be entitled and bound to accept as accurate the number of Units entered against the name of that Unitholder as shown in the Depository Register as at a time not earlier than 72 hours prior to the time of the AGM, supplied by CDP to the Trustee and to accept as the maximum number of votes which in aggregate that Unitholder and his proxy are able to cast on poll a number which is the number of Units entered against the name of that Unitholder as shown in the Depository Register, whether that number is greater or smaller than that specified by the Unitholder or in the Proxy Form.

6. Persons who hold Units through relevant intermediaries (other than CPF and SRS investors)

Unitholders who hold their Units through a relevant intermediary, other than CPF and SRS investors, and who wish to participate in the AGM by (a) attending the AGM in person; (b) submitting questions in advance of, or at, the AGM; and/or (c) voting at the AGM (i) themselves by being appointed as proxy by their relevant intermediary; or (ii) by appointing the Chairman of the AGM as proxy to vote on their behalf at the AGM, should approach their respective relevant intermediaries through which they hold such Units as soon as possible in order to make the necessary arrangements for them to participate in the AGM.

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7. CPF and SRS investors

CPF and SRS investors may:

- (a) vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators by **5:00 p.m. (Singapore Time) on Monday, 15 April 2024**, being at least seven (7) working days before the date of the AGM, to ensure their votes are submitted.

For the avoidance of doubt, while CPF and SRS investors may themselves be appointed as proxies by their respective CPF Agent Bank and SRS Operator, CPF and SRS investors will not be able to appoint third-party proxy(ies) (i.e., persons other than the Chairman of the AGM) to vote live at the AGM on their behalf.

8. Other information

- (a) A proxy need not be a Unitholder;
- (b) The Chairman of the AGM, as proxy, need not be a Unitholder;
- (c) The Annual Report 2023 and the AGM related documents (including this Notice of AGM, the Proxy Form, the Submission of Questions Form and the Request Form) have been uploaded on the SGX website on 3 April 2024 at the URL <https://www.sgx.com/securities/company-announcements> and may be accessed at LMIR Trust's website at the URL https://www.lmir-trust.com/ir_agm2024.html.

Printed copies of the Annual Report 2023 and the Submission of Questions Form will **not** be sent to Unitholders. Any Unitholder who wishes to receive a printed copy of the Annual Report 2023 should submit his/her/its request in the following manner:

- (i) if submitted by post, by lodging it at the office of LMIR Trust's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (ii) if submitted electronically via email, by attaching and sending a clear PDF copy of it to LMIR Trust's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at lmirtagm2024@boardroomlimited.com,

no later than **5:00 p.m. (Singapore Time) on Thursday, 11 April 2024**.

- (d) Unitholders are strongly encouraged to submit completed Proxy Forms or Requisite Documents electronically; and
- (e) The Manager may be required to change the arrangements for the AGM at short notice. Unitholders should check LMIR Trust's website at the URL https://www.lmir-trust.com/ir_agm2024.html for the latest updates on the status of the AGM.

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PERSONAL DATA PRIVACY:

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, (b) registering for the AGM in accordance with the Notice of AGM; (c) submitting any question in advance of, or at the AGM to the Chairman of the Meeting in accordance with the Notice of AGM; and/or (d) submitting a request form for a printed copy of the Annual Report 2023, a Unitholder:

- (i) consents to the collection, use and disclosure of the Unitholder's personal data by LMIR Trust, the Manager and the Trustee (and their respective agents or service providers) for the following purposes:
 - (1) the processing, administration and analysis by LMIR Trust, the Manager and the Trustee (and their respective agents or service providers) of instruments appointing a proxy(ies) and/or representative(s) for the AGM (including any adjournment thereof);
 - (2) the processing of the registration for purposes of verifying the status of Unitholders, granting access to Unitholders (or their appointed proxy(ies)) to the AGM and providing them with any technical assistance where necessary;
 - (3) the addressing of relevant and substantial questions received from Unitholders in advance of the AGM and, if necessary, the following up with the relevant Unitholders in relation to such questions;
 - (4) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
 - (5) in order for LMIR Trust, the Manager and the Trustee (and their respective agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines,(collective, "**Purposes**");
- (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) to LMIR Trust, the Manager and the Trustee (and their respective agents or service providers), the Unitholder has obtained the prior consent of such proxy(ies) for the collection, use and disclosure by LMIR Trust, the Manager and the Trustee (and their agents or service providers) of the personal data of such proxy(ies) for the Purposes;
- (iii) agrees to provide LMIR Trust, the Manager and the Trustee with written evidence of such prior consent upon reasonable request; and
- (iv) agrees that the Unitholder will indemnify LMIR Trust, the Manager and the Trustee in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.