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

ANNOUNCEMENT

**PLACEMENT OF BETWEEN 243,902,000 AND 246,913,000 NEW UNITS (THE "NEW UNITS")
IN LIPPO MALLS INDONESIA RETAIL TRUST ("LMIR TRUST") AT AN ISSUE PRICE
OF BETWEEN S\$0.405 AND S\$0.410 PER NEW UNIT TO RAISE GROSS PROCEEDS OF
APPROXIMATELY S\$100.0 MILLION**

1. INTRODUCTION

LMIR Management Ltd., in its capacity as manager of LMIR Trust (the "**Manager**"), is proposing to carry out a placement of between 243,902,000 and 246,913,000 New Units to institutional and other investors at an issue price range (the "**Issue Price Range**") of between S\$0.405 per New Unit and S\$0.410 per New Unit (the "**Maximum Issue Price**") to raise gross proceeds of approximately S\$100.0 million (the "**Placement**").

2. DETAILS OF THE PLACEMENT

The Manager and Standard Chartered Securities (Singapore) Pte. Limited ("**SC**" or the "**Sole Bookrunner**") have today entered into a placement agreement (the "**Placement Agreement**") in relation to the Placement. Pursuant to the Placement Agreement, the Sole Bookrunner has agreed to, among others, procure subscriptions for or place out, as applicable, and failing which, to subscribe and pay for, the New Units to be issued pursuant to the Placement at the Issue Price (as defined below).

The Issue Price Range of between S\$0.405 and S\$0.410 per New Unit represents a discount of between 4.6% and 5.8% to the volume weighted average price of S\$0.4298 per unit in LMIR Trust ("**Unit**") for trades in the Units done on Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 20 November 2013 (being the full Market Day¹ immediately preceding the date the Placement Agreement was signed) up to 12.45 p.m. today (being the time at which the trading halt was called earlier today).

The final issue price per New Unit (the "**Issue Price**") will be determined by the Manager and the Sole Bookrunner following a book-building process. The Manager will make an announcement via SGXNET once the Issue Price has been determined which is expected

¹ "**Market Day**" refers to a day on which the SGX-ST is open for securities trading.

to be on 21 November 2013 or such other date as the Manager and the Sole Bookrunner may mutually agree.

The Placement shall be subject to certain conditions precedent, including the approval in-principle of the SGX-ST for the listing of and quotation for the New Units on the Main Board of the SGX-ST.

3. ELIGIBILITY TO PARTICIPATE IN THE PLACEMENT

The offer of New Units under the Placement will be made to institutional and other investors.

The New Units have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”) or the securities laws of any state or jurisdiction of the United States and may not be offered or sold within the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The New Units are being offered and sold in offshore transactions in reliance on Regulation S under the Securities Act and may be offered and sold in the United States to “Qualified Institutional Buyers” (as defined in Rule 144A under the Securities Act) pursuant to Section 4(a)(2) of the Securities Act or another available exemption from registration under the Securities Act.

The Manager, along with the Sole Bookrunner, reserve the absolute discretion in determining whether to allow such participation as well as the persons who may be allowed to do so.

4. USE OF PROCEEDS

Subject to relevant laws and regulations, the Manager intends to use the gross proceeds from the Placement (the “**Gross Proceeds**”) in the following manner:

- (i) approximately 95.0% of the Gross Proceeds will be used to fund asset financing which includes asset acquisitions, asset enhancement initiatives and refinancing of existing asset linked debts², and for general corporate and working capital purposes; and
- (ii) approximately 5.0% of the Gross Proceeds will be used to pay the estimated fees and expenses, including professional fees and expenses, incurred or to be incurred by LMIR Trust in connection with the Placement.

Notwithstanding its current intention, the Manager may, subject to relevant laws and regulations, use the Gross Proceeds from the Placement at its absolute discretion for other purposes.

Pending the deployment of the net proceeds from the Placement, the net proceeds may, subject to relevant laws and regulations, be deposited with banks and/or financial institutions, or used to repay outstanding borrowings or for any other purpose on a short-term basis as the Manager may, in its absolute discretion, deem fit.

2 Such debts which may be refinanced include borrowings provided by a group of lenders, which includes Standard Chartered Bank, an affiliate of the Sole Bookrunner.

The Manager will make periodic announcements on the utilisation of the net proceeds from the Placement via SGXNET as and when such funds are materially utilised and whether such a use is in accordance with the stated use and in accordance with the stated percentage allocated. Where there is any material deviation from the stated use of proceeds, the Manager will announce the reasons for such deviation.

5. RATIONALE FOR THE PLACEMENT

The Manager believes that the Placement will bring the following benefits to Unitholders:

(i) Provide LMIR Trust with greater financial capacity and balance sheet flexibility to fund growth opportunities

The Placement will provide LMIR Trust with greater financial capacity to capitalise on potential growth opportunities which include acquiring income-producing retail malls in Indonesia.

The Placement will also provide greater financial capacity for asset enhancement initiatives to unlock additional value for Unitholders by enhancing the retail environment and improving the attractiveness of LMIR Trust's properties to shoppers and retailers.

The Manager believes the Placement will provide greater balance sheet flexibility and debt headroom for LMIR Trust to pursue such opportunities and initiatives.

(ii) Strengthen LMIR Trust's balance sheet and capital structure

For illustrative purposes, following the Placement, LMIR Trust's Aggregate Leverage³ as at 30 September 2013⁴ would be reduced on a pro forma basis from 28.2% to 26.7%.

(iii) Possible increase in trading liquidity of Units

The New Units to be issued pursuant to the Placement will increase the number of Units in issue by a maximum of 246,913,000 Units, which is an increase of 11.2% of the total number of Units in issue.

This increase in the total number of Units in issue is expected to improve the level of trading liquidity of the Units.

6. AUTHORITY TO ISSUE NEW UNITS

The New Units will be issued pursuant to the general mandate (the "**General Mandate**") that was given by the unitholders of LMIR Trust (the "**Unitholders**") to the Manager for the issue of new Units, pursuant to an ordinary resolution obtained at an annual general meeting of Unitholders held on 26 April 2013 pursuant to which the Manager is authorised

3 "Aggregate Leverage" is defined in the Property Funds Appendix (Appendix 6 of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore (the "**MAS**") as the ratio of LMIR Trust's borrowings and deferred payments (including deferred payments for assets whether to be settled in cash or Units) to the value of its deposited property.

4 LMIR Trust's Aggregate Leverage as at 30 September 2013 does not take into account the issuance by LMIRT Capital Pte. Ltd. (a wholly-owned subsidiary of LMIR Trust) on 4 October 2013 of its S\$150,000,000 4.25% Notes due 2016 pursuant to the S\$750,000,000 Guaranteed Euro Medium Term Note Programme.

and empowered to, unless revoked or varied by Unitholders in a general meeting, during the period from 26 April 2013 until (a) the conclusion of the next annual general meeting; or (b) the date by which the next annual general meeting is required by law to be held, whichever is earlier, issue new Units and/or make or grant offers, agreements or options (collectively, the “**Instruments**”) that might or would require the new 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 new Units, provided that the aggregate number of new Units to be issued (including new Units to be issued in pursuance of Instruments made or granted) shall not exceed 50.0% of the total number of Units in issue as at 26 April 2013 (the “**Base Figure**”), of which the aggregate number of new Units to be issued other than on a pro rata basis to existing Unitholders shall not be more than 20.0% of the Base Figure.

As at 26 April 2013, the number of Units in issue was 2,194,350,216.

7. STATUS OF THE NEW UNITS

The indicative date of trading of the New Units on the SGX-ST will be on or around 29 November 2013.

The New Units will, upon issue and allotment, rank pari passu in all respects with the Units in issue on the day immediately prior to the date on which the New Units are issued (the “**Existing Units**”), including the right to all distributions accruing from 1 October 2013.

For the avoidance of doubt, the New Units will not be entitled to participate in the distribution of any distributable income accrued by LMIR Trust for the period from 1 July 2013 to 30 September 2013. Upon issue and allotment, the New Units will be entitled to participate in LMIR Trust’s distributable income for the period starting from 1 October 2013.

8. APPLICATION TO THE SGX-ST FOR APPROVAL IN-PRINCIPLE

The Manager will make a formal application to the SGX-ST for the listing of, dealing in, and quotation of, the New Units on the Main Board of the SGX-ST. An appropriate announcement will be made upon the receipt of such approval in-principle from the SGX-ST.

By Order of the Board

Mr Alvin Cheng Yu Dong
Executive Director of the Board and Chief Executive Officer
LMIRT Management Ltd.
(as manager of Lippo Malls Indonesia Retail Trust)
(Company registration no. 200707703M)

21 November 2013

Important Notice

The value of Units and the income derived from them may fall as well as rise. The Units are not obligations of, deposits in, or guaranteed by, the Manager or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors have no right to request the Manager to redeem their Units while the Units are listed. It is intended that unitholders of LMIR Trust may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

The past performance of LMIR Trust is not necessarily indicative of the future performance of LMIR Trust.

All figures in this announcement unless expressed differently or otherwise stated are rounded off to one decimal place.