



**LIPPO MALLS INDONESIA RETAIL TRUST**  
(Constituted in the Republic of Singapore  
pursuant to a trust deed dated 8 August 2007)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting ("AGM") of the Unitholders of Lippo Malls Indonesia Retail Trust ("LMIR Trust") will be held at 333 Orchard Road, Singapore 238867, Mandarin Orchard Singapore, Mandarin Ballroom 3 on Thursday, 26 April 2012 at 2:30 p.m. to transact the following business:

**ROUTINE BUSINESS**

1. To receive and adopt the Report of the Trustee, HSBC Institutional Trust Services (Singapore) Limited, the Statement by the Manager, LMIRT Management Ltd, and the Audited Financial Statements of LMIR Trust for the financial year ended 31 December 2011 together with the Auditors' Report thereon.  
**(Ordinary Resolution 1)**
2. To re-appoint 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)**

**SPECIAL BUSINESS**

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

3. That pursuant to Clause 5 of the trust deed constituting LMIR Trust (the "Trust Deed") and the listing rules of the 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

- (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 centum (50%) of the total number of issued Units (excluding treasury Units, if any) in LMIR Trust 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 of LMIR Trust (including Units to be issued in pursuance of Instruments to be made or granted pursuant to this Resolution) shall not exceed twenty per centum (20%) of the total number of issued Units (excluding treasury Units, if any) in LMIR Trust (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) in LMIR Trust 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;
- (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 of LMIR Trust 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 (i) until the conclusion of the next AGM of LMIR Trust or the date by which the next AGM of LMIR Trust is required by law to be held, whichever is earlier or (ii) 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; and

- (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.

**(Ordinary Resolution 3)**

(Please see Explanatory Note)

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

**Tan San-Ju**

**Elizabeth Krishnan**

Company Secretaries

**Singapore**

9 April 2012

**Explanatory Note:**

The Ordinary Resolution (3) in item 3. above, if passed, will empower the Manager from the date of this Meeting until the date of the next AGM of the Unitholders of LMIR Trust, or the date by which the next AGM of the Unitholders of LMIR Trust is required by law to be held or such authority is varied or revoked by LMIR Trust in a general meeting, whichever is the earlier, to issue Units, make or grant instruments convertible into Units and to issue Units pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued Units (excluding treasury Units, if any) in LMIR Trust, of which up to 20% may be issued other than on a pro-rata basis to existing Unitholders of LMIR Trust.

For determining the aggregate number of Units that may be issued, the percentage of issued Units in LMIR Trust will be calculated based on the total number of issued Units (excluding treasury Units, if any) in LMIR Trust at the time this Ordinary Resolution is passed after adjusting for new Units arising from the conversion or exercise of the Instruments or any convertible securities, 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.

**Notes:**

1. A Unitholder entitled to attend and vote at the AGM of the Unitholders of LMIR Trust 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.
2. Where a Unitholder 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.
3. The instrument appointing a proxy must be deposited at the office of LMIR Trust's Unit Registrar, Boardroom Corporate & Advisory Services Pte Ltd, 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not less than forty-eight (48) hours before the time appointed for holding the AGM.