



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

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of Lippo Malls Indonesia Retail Trust ("**LMIR Trust**") will be held at Marina Mandarin Ballroom (Level 1), Marina Mandarin Singapore, 6 Raffles Boulevard, Marina Square, Singapore 039594 on 20 December 2017, Wednesday at 9:30 a.m. (the "**EGM**"), for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. THE YOGYAKARTA TRANSACTION

That:

- (i) approval be and is hereby given for the proposed joint acquisition with First REIT Real Investment Trust ("**First REIT**") of an integrated development, comprising a hospital component known as "Siloam Hospitals Yogyakarta" ("**SHYG**") and a retail mall component known as "Lippo Plaza Jogja" ("**LPJ**", together with SHYG, the "**Yogyakarta Property**", and the acquisition of the Yogyakarta Property, the "**Joint Acquisition**"), from PT Mulia Citra Abadi (the "**Yogyakarta Vendor**") and the proposed joint venture with First REIT in connection with the Joint Acquisition (the "**Joint Venture**") pursuant to which First REIT will have exposure to all the economic rights and obligations in respect of SHYG (including the SHYG Master Lease (as defined in the circular dated 5 December 2017 (the "**Circular**"))) and LMIR Trust will have exposure to all the economic rights and obligations in respect of LPJ (including the LPJ Master Leases (as defined in the Circular)) (collectively, the "**Yogyakarta Transaction**"), based on the terms and conditions as described in the Circular issued by LMIRT Management Ltd., in its capacity as manager of LMIR Trust (the "**Manager**") to unitholders of LMIR Trust ("**Unitholders**"), as well as for the payment of all fees and expenses relating to the Yogyakarta Transaction;
- (ii) approval be and is hereby given for the grant of the LPJ Master Leases (as defined in the Circular) to the LPJ Master Lessees and for the novation of the remainder of the leases in relation to LPJ to Yogyakarta IndoCo;

- (iii) approval be and is hereby given for Yogyakarta IndoCo to take over the LPJ Related Tenancy Agreements (as defined in the Circular) in relation to LPJ upon completion of the Yogyakarta Transaction;
- (iv) the Manager, any director of the Manager (“**Director**”) and HSBC Institutional Trust Services (Singapore) Limited, in its capacity as trustee of LMIR Trust (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 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 Yogyakarta Transaction.

2. THE KTS ACQUISITION

That:

- (i) approval be and is hereby given for the proposed acquisition of the property known as “Kediri Town Square” (“**KTS**”, and the proposed acquisition of KTS, the “**KTS Acquisition**”) from PT Prima Gerbang Persada (the “**KTS Vendor**”), based on the terms and conditions as described in the Circular, as well as for the payment of all fees and expenses relating to the KTS Acquisition;
- (ii) approval be and is hereby given for the novation of the remainder of the leases in relation to KTS to KTS IndoCo upon completion of the KTS Acquisition;
- (iii) approval be and is hereby given for KTS IndoCo to take over the KTS Related Tenancy Agreements (as defined in the Circular) in relation to KTS upon completion of the KTS Acquisition; and
- (iv) the Manager, any Director 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 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 KTS Acquisition.

BY ORDER OF THE BOARD

LMIRT Management Ltd.

(as manager of Lippo Malls Indonesia Retail Trust)

(Company Registration No. 200707703M)

Victor Lai Kuan Loong

Company Secretary

Singapore

5 December 2017

Important Notice:

- (1) A unitholder of LMIR Trust who is not a relevant intermediary entitled to attend and vote at the Extraordinary General Meeting 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 that the Extraordinary General Meeting is entitled to appoint more than one proxy 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.
- (3) The instrument appointing a proxy must be lodged at the registered office of the Unit Registrar at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 72 hours before the time appointed for the Extraordinary General Meeting.

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 the Manager and the Trustee (or their agents) for the purpose of the processing and administration by the Manager 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 the Manager 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 the Manager 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 the Manager 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 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.