



(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 (“**EGM**”) 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 by way of electronic means on **Monday, 14 December 2020 at 10:00 a.m. (Singapore Time)** for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. TO APPROVE THE PROPOSED ACQUISITION OF THE MAJORITY PORTION OF STRATA TITLES WITHIN LIPPO MALL PURI FROM AN INTERESTED PERSON (THE ACQUISITION)

That subject to and contingent upon the passing of Resolution 2, Resolution 3 and Resolution 4:

- (a) approval be and is hereby given for the proposed acquisition of the majority portion of strata titles within Lippo Mall Puri (the “**Property**”, and the proposed acquisition of the Property, the “**Acquisition**”) from PT Mandiri Cipta Gemilang (the “**Vendor**”), based on the terms and conditions as described in the Circular (including the Vendor Support Agreement (as defined in the Circular)), as well as for the payment of all fees and expenses relating to the Acquisition;
- (b) approval be and is hereby given for PT Puri Bintang Terang (the “**Purchaser**”) to take over the Related Tenancy Agreements (as defined in the Circular) in relation to the Property upon completion of the Acquisition; and
- (c) the Manager, any director of the Manager (“**Director**”) and Perpetual (Asia) 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 Acquisition (including the Vendor Support Agreement, as defined in the Circular).

2. TO APPROVE THE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 4,682,872,029 RIGHTS UNITS TO RAISE GROSS PROCEEDS OF APPROXIMATELY S\$281.0 MILLION ON A RENOUNCEABLE BASIS TO ELIGIBLE UNITHOLDERS (AS DEFINED IN THE CIRCULAR) ON A PRO RATA BASIS OF 160 RIGHTS UNITS FOR EVERY 100 EXISTING UNITS HELD AS AT THE RIGHTS ISSUE RECORD DATE (AS DEFINED IN THE CIRCULAR) (THE RIGHTS ISSUE)

That subject to and contingent upon the passing of Resolution 1, Resolution 3 and Resolution 4:

- (a) approval be and is hereby given for issue of new units in LMIR Trust (the “**Rights Units**”) under the non-underwritten renounceable rights issue (the “**Rights Issue**”) on a *pro rata* basis of 160 Rights Units for every 100 existing

units in LMIR Trust (“**Existing Units**”, and the basis of the Rights Issue, the “**Rights Ratio**”) held as at the time and date on which the transfer books and register of Unitholders will be closed to determine the provisional allotments of the Rights Units to the Eligible Unitholders (as defined in the Circular), in the manner described in the Circular; and

- (b) the Manager and 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 or, as the case may be, 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 issuance of the Rights Units.

3. TO APPROVE THE PROPOSED WAIVER BY UNITHOLDERS OTHER THAN THE RELEVANT ENTITIES AND THEIR CONCERT PARTIES OF THEIR RIGHTS TO RECEIVE A GENERAL OFFER FOR THEIR UNITS FROM THE RELEVANT ENTITIES AND THEIR CONCERT PARTIES (THE WHITEWASH RESOLUTION)

That subject to and contingent upon the conditions in the letter from the Securities Industry Council dated 9 September 2020 being fulfilled, the Unitholders, other than Bridgewater International Limited (“**BIL**”), the Manager (BIL and the Manager, collectively, the “**Relevant Entities**”) and their concert parties, hereby (on a poll taken) waive their rights to receive a general offer from the Relevant Entities and their concert parties pursuant to Rule 14 of the Singapore Code on Take-overs and Mergers as a result of the receipt of issue of the Allotted Rights Units and the Excess Rights Units (each as defined in the Circular).

4. TO APPROVE THE PROPOSED LOAN FACILITY OF UP TO S\$40.0 MILLION FROM AN INTERESTED PERSON (THE VENDOR FINANCING)

That subject to and contingent upon the passing of Resolution 1, Resolution 2 and Resolution 3:

- (a) approval be and is hereby given for the entry into the Vendor Financing on the terms as described in the Circular; and
- (b) the Manager and 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 or, as the case may be, 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 Vendor Financing.

Unitholders should note that Resolution 1 (the Acquisition), Resolution 2 (the Rights Issue) and Resolution 4 (the Vendor Financing) are conditional upon each other and upon Resolution 3 (the Whitewash Resolution). This means that if any of Resolution 1, Resolution 2, Resolution 3 or Resolution 4 is not approved, none of Resolution 1, Resolution 2 or Resolution 4 will be carried. Resolution 3 is not conditional upon Resolution 1, Resolution 2 or Resolution 4.

BY ORDER OF THE BOARD

LMIRT Management Ltd.

(as manager of Lippo Malls Indonesia Retail Trust)

(Company Registration No. 200707703M)

Chester Leong
Company Secretary

Singapore
23 November 2020

Important Notice:

- (1) The EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (as amended). This Notice has been sent to Unitholders by electronic means via publication on LMIR Trust's website at the URL <http://lmir.listedcompany.com/lippo-mall-puri-acquisition.html>. This Notice is also available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements?value=LIPPO%20MALLS%20INDO%20RETAIL%20TRUST&type=securityname>.
- (2) Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the accompanying LMIR Trust's announcement dated 23 November 2020. This announcement may be accessed at LMIR Trust's website at the URL <http://lmir.listedcompany.com/lippo-mall-puri-acquisition.html> and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements?value=LIPPO%20MALLS%20INDO%20RETAIL%20TRUST&type=securityname>.

A Unitholder who wishes to watch the "live" audio-visual webcast or "live" audio-only stream must pre-register by **10:00 a.m. (Singapore Time) on Friday, 11 December 2020**, at the URL <http://lmir.listedcompany.com/lippo-mall-puri-acquisition.html> to enable the Manager to verify his/her/its status as Unitholders.

Following the verification, authenticated Unitholders will receive an email containing instructions on how to access the "live" audio-visual webcast and "live" audio-only stream of the proceedings of the EGM by **10:00 a.m. (Singapore Time) on Sunday, 13 December 2020** (the "Confirmation Email").

Unitholders who do not receive the Confirmation Email by **10:00 a.m. (Singapore Time) on Sunday, 13 December 2020**, but who have registered by **10:00 a.m. (Singapore Time) on Friday, 11 December 2020** deadline, should contact LMIR Trust's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at +65 6230 9531 from **10:00 a.m. to 4:00 p.m. (Singapore Time) on Sunday, 13 December 2020**.

A unitholder who pre-registers to watch the "live" audio-visual webcast or "live" audio-only stream may also submit questions related to the resolutions to be tabled for approval at the EGM. To do so, all questions must be submitted in the following manner:

- (a) if submitted electronically, be submitted:
 - (i) via the pre-registration website at the URL <http://lmir.listedcompany.com/lippo-mall-puri-acquisition.html>; or
 - (ii) via email by completing the Submission of Questions Form provided by the Manager on LMIR Trust's website at the URL <http://lmir.listedcompany.com/lippo-mall-puri-acquisition.html> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements?value=LIPPO%20MALLS%20INDO%20RETAIL%20TRUST&type=securityname> and sending the same to LMIR Trust's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at lmirtegm2020@boardroomlimited.com;
- (b) if submitted in hard copy, be submitted by completing the Submission of Questions Form provided by the Manager on LMIR Trust's website at the URL <http://lmir.listedcompany.com/lippo-mall-puri-acquisition.html> and also on the SGX website at the URL <https://www.sgx.com/securities/company-announcements?value=LIPPO%20MALLS%20INDO%20RETAIL%20TRUST&type=securityname> and sending the same by post to the office of LMIR Trust's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623,

in either case not latest than 10:00 a.m. (Singapore Time) on Tuesday, 8 December 2020.

- (3) Due to the current COVID-19 restriction orders in Singapore, a Unitholder will not be able to attend the EGM in person. A Unitholder (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such Unitholder wishes to exercise his/her/its voting rights at the EGM. The instrument appointing the Chairman of the EGM as proxy ("**Proxy Form**") is available for download on LMIR Trust's website at URL <http://lmir.listedcompany.com/lippo-mall-puri-acquisition.html> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements?value=LIPPO%20MALLS%20INDO%20RETAIL%20TRUST&type=securityname>.

Where a Unitholder (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

Unitholders who hold their Units through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore (including CPF and SRS investors) and, who wish to participate in the EGM by (a) observing and/or listening to the EGM proceedings through "live" audio-visual webcast or "live" audio-only stream; (b) submitting questions in advance of the EGM; and/or (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should approach their respective relevant intermediaries (including their respective CPF agent banks or SRS Approved Banks) through which they hold such Units as soon as possible in order to make the necessary arrangements for

them to participate in the EGM, including the submission of their voting instructions by **5:00 p.m. (Singapore Time) on Wednesday, 2 December 2020** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the EGM to vote on their behalf by **10:00 a.m. (Singapore Time) on Friday, 11 December 2020**.

- (4) The Chairman of the EGM, as proxy, need not be a Unitholder of LMIR Trust.
- (5) The Proxy Form must be submitted in the following manner:
 - (a) if submitted electronically, be submitted via email to LMIR Trust's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at lmirtegm2020@boardroomlimited.com; or
 - (b) if in hard copy submitted by post, be lodged at LMIR Trust's Unit Registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623;

in either case not later than 10:00 a.m. (Singapore Time) on Friday, 11 December 2020.

A Unitholder who wishes to submit the Proxy Form must first fill in and/or download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Unitholders to submit completed Proxy Forms by post, Unitholders are strongly encouraged to submit completed Proxy Forms electronically via email.

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. 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 EGM 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, 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.

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 EGM, 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 EGM, 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) The Circular has been uploaded on the SGX website on 23 November 2020 at the URL <https://www.sgx.com/securities/company-announcements?value=LIPPO%20MALLS%20INDO%20RETAIL%20TRUST&type=securityname> and may be accessed at LMIR Trust's website at the URL <http://lmir.listedcompany.com/lippo-mall-puri-acquisition.html>.
- (7) Due to the constantly evolving COVID-19 situation in Singapore, the Manager may be required to change the arrangements for the EGM at short notice. Unitholders should check LMIR Trust's website at the URL <http://lmir.listedcompany.com/lippo-mall-puri-acquisition.html> for the latest updates on the EGM.

Personal data privacy:

By submitting an instrument appointing the Chairman of the EGM as proxy 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 (or its agents) for the purpose of the processing and administration by LMIR Trust (or its agents) of the appointment of the Chairman of the EGM as proxy 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 (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.