

LIPPO MALLS INDONESIA RETAIL TRUST

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

PROXY FORM EXTRAORDINARY GENERAL MEETING

IMPORTANT:

1. This proxy form 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>, and 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>. A relevant intermediary may appoint more than one proxy to attend the Extraordinary General Meeting and vote (please see Note 1 for the definition of "relevant intermediary").
2. This Proxy Form is not valid for use by CPF Investors and shall be ineffective for all intents and purposes if used or is purposed to be used by them.
3. **PLEASE READ THE NOTES TO THE PROXY FORM.**

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representatives(s), the unitholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 23 November 2020.

IMPORTANT:

1. The Extraordinary General Meeting ("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). The Notice of EGM has been sent to Unitholders by electronic means via publication on Lippo Malls Indonesia Retail Trust ("LMIR Trust") website at the URL <http://lmir.listedcompany.com/lippo-mall-puri-acquisition.html>. The Notice of EGM 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 also on the SGX website at the URL <https://www.sgx.com/securities/company-announcements?value=LIPPO%20MALLS%20INDO%20RETAIL%20TRUST&type=securityname>.
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.**
4. 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 exercise their votes by appointing the Chairman of the EGM as proxy should approach their respective relevant intermediaries (including their respective CPF agent banks or SRS Approved Banks) to submit 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**.
5. By submitting an instrument appointing the Chairman of the EGM as proxy, the Unitholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 23 November 2020.
6. **Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the EGM as a Unitholder's proxy to attend, speak and vote on his/her/its behalf at the EGM.**

I / We _____ (Name),
_____ (NRIC/Passport/Company Registration Number)
of _____ (Address)

being a Unitholder/Unitholders of Lippo Malls Indonesia Retail Trust ("LMIR Trust"), hereby appoint the Chairman of the EGM as my/our proxy/proxies to vote for me/us on my/our behalf at the EGM to be convened and held by way of electronic means **on Monday, 14 December 2020 at 10:00 a.m. (Singapore Time)** and at any adjournment thereof. I/We direct the Chairman of the EGM as my/our proxy to vote for or against, or to abstain from voting on, the resolutions to be proposed at the EGM as indicated hereunder.

No.	Resolutions	For*	Against*	Abstain*
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) (Conditional on Resolution 2, Resolution 3 and Resolution 4 being passed)			
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 <i>pro rata</i> 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) (Conditional on Resolution 1, Resolution 3 and Resolution 4 being passed)			
3.	To approve the proposed waiver by unitholders other than the Relevant Entities (as defined in the Circular) 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) (Not conditional on Resolution 1, Resolution 2 and Resolution 4 being passed)			
4.	To approve the proposed loan facility of up to S\$40.0 Million from an interested person (the Vendor Financing) (Conditional on Resolution 1, Resolution 2 and Resolution 3 being passed)			

* If you wish the Chairman of the EGM as your proxy to cast all your votes "for" or "against" or abstain from voting on a resolution, please indicate with an "X" in the "For" or "Against" or "Abstain" box provided in respect of that resolution. Alternatively, please indicate the number of votes as appropriate. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the EGM as your proxy for that resolution will be treated as invalid.

Dated this _____ day of _____ 2020

Signature(s) of Unitholder(s)/Common Seal

Total number of Units held

IMPORTANT: PLEASE READ THE NOTES TO PROXY FORM ON REVERSE PAGE

Notes to the Proxy Form:

1. Due to the current COVID-19 restriction orders in Singapore, a Unitholder will not be able to attend the EGM in person. If a Unitholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it 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. The instrument appointing the Chairman of the EGM as proxy ("Proxy Form") 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>. In appointing the Chairman of the EGM as proxy, a Unitholder 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 exercise their votes by appointing the Chairman of the EGM as proxy should approach their respective relevant intermediaries (including their respective CPF agent banks or SRS Approved Banks) to submit 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**.

2. The Chairman of the EGM, as proxy, need not be a Unitholder of LMIR Trust.
3. The Proxy Form must be submitted electronically via email or in hard copy form:
- (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**.

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**LMIRT MANAGEMENT LTD.**

(The Manager of Lippo Malls Indonesia Retail Trust)
c/o Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

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Unitholders 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.

Where the Proxy Form appointing the Chairman of the EGM as proxy is submitted by email, it must be authorised in the following manner:

- (i) by way of the affixation of an electronic signature by the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or
- (ii) by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.

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.

4. A Unitholder should insert the total number of Units held in the Proxy Form. If the Unitholder has Units entered against his or her name in the Depository Register maintained by The Central Depository (Pte) Limited ("CDP"), he or she should insert that number of Units. If the Unitholder has Units registered in his or her name in the Register of Unitholders, he or she should insert that number of Units. If the Unitholder has Units entered against his or her name in the said Depository Register and Units registered in his or her name in the Register of Unitholders, he or she should insert the aggregate number of Units entered against his or her name in the Depository Register and registered in his or her name in the Register of Unitholders. If no number is inserted, the Proxy Form will be deemed to relate to all the Units held by the Unitholder.
5. The Proxy Form must be executed under the hand of the appointor or of his or her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised. 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.
6. 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.
7. The Manager shall be entitled to reject a 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 may reject a Proxy Form if the Unitholder, being the appointor, is not shown to have Units entered against his/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.

SUBMISSION OF QUESTIONS FOR THE EXTRAORDINARY GENERAL MEETING

LIPPO MALLS INDONESIA RETAIL TRUST

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

Event: Extraordinary General Meeting ("EGM") of the holders of units of Lippo Malls Indonesia Retail Trust ("LMIR Trust") by electronic means

Date: **Monday, 14 December 2020**

Time: **10:00 a.m. (Singapore Time)**

IMPORTANT NOTICE TO UNITHOLDERS THIS FORM SHOULD BE USED BY YOU ONLY WHEN YOU WISH TO SUBMIT YOUR QUESTIONS BY POST OR BY EMAIL.

The management (the "**Management**") of LMIR Management Ltd (in its capacity as the manager of LMIR Trust) (the "**Manager**"), and the Board of Directors (the "**Board**") of the Manager will endeavour to address all substantial and relevant questions received from unitholders of LMIR Trust ("**Unitholders**") prior to the EGM via SGXNET at the URL <https://www.sgx.com/securities/company-announcements?value=LIPPO%20MALLS%20INDO%20RETAIL%20TRUST&type=securityname> and on LMIR Trust's website at <http://lmir.listedcompany.com/lippo-mall-puri-acquisition.html> or during the EGM through the "live" audio-visual webcast and "live" audio-only feed.

In view of the constantly evolving COVID-19 situation, the EGM arrangements may change at short notice. Unitholders are reminded to regularly check SGXNET and the Manager's website for updates on the EGM.

This question form must be submitted by **10:00 a.m. (Singapore Time) on Tuesday, 8 December 2020:**

- by post to the office of LMIR Trust's Unit Registrar at Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623; or

- electronically via email to LMIR Trust's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at lmirtegm2020@boardroomlimited.com

A Unitholder who wishes to submit this question form must first download, complete and sign the question 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 question forms by post, Unitholders are strongly encouraged to submit completed question forms electronically via email.**

By completing and submitting this question form, I/we consent to the collection, use and disclosure of my/our personal data by the Manager and Perpetual (Asia) Limited, as trustee of LMIR Trust (the "**Trustee**") (or their agents or service providers) for the purpose of processing, administration, analysis and facilitation by the Manager and the Trustee (or their agents or service providers) of my/our participation at the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes (including questions and answers) and other documents relating to the EGM (including any adjournment thereof) and in order for the Manager and the Trustee (or their agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

Please complete all fields below:

Full Name (as per CDP / CPF / SRS records)	
Full NRIC / Passport No. / Company Registration No.	
Address / Registered Office	
Unitholding Type* (Please tick accordingly)	<input type="checkbox"/> CDP Direct Account Holder <input type="checkbox"/> CPF/SRS Investment Account <input type="checkbox"/> Corporate Representative

Note: We regret that incomplete or incorrectly completed forms will not be processed.

Questions, if any, for the Board and Management:

Note: Questions should be related to the resolutions to be tabled at the EGM. Please refer to the Summary of Resolutions table for the number of the relevant resolution. Please include additional pages as necessary.

In relation to Resolution No. _____

Question 1

In relation to Resolution No. _____

Question 2

SUMMARY OF RESOLUTIONS	
No.	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) (Conditional on Resolution 2, Resolution 3 and Resolution 4 being passed)
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) (Conditional on Resolution 1, Resolution 3 and Resolution 4 being passed)
3	To approve the proposed waiver by unitholders other than the Relevant Entities (as defined in the Circular) 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) (Not conditional on Resolution 1, Resolution 2 and Resolution 4 being passed)
4	To approve the proposed loan facility of up to S\$40.0 Million from an interested person (the Vendor Financing) (Conditional on Resolution 1, Resolution 2 and Resolution 3 being passed)

Dated this _____ of _____ 2020

Signature (s) of Unitholder(s) or Common Seal of Corporate Unitholder

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LMIRT MANAGEMENT LTD.

(The Manager of Lippo Malls Indonesia Retail Trust)
c/o Unit Registrar
Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623
