



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 on 13 December 2012 at 2.00 p.m. at Mandarin Orchard Singapore, Mandarin Ballroom 1, Level 6, Main Tower, Singapore 238867, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. ACQUISITION OF PEJATEN VILLAGE FROM AN INTERESTED PERSON

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

- (i) approval be and is hereby given for the acquisition of Pejaten Village by LMIR Trust through the acquisition of the entire issued share capital of PT Panca Permata Pejaten ("**PPP**"), at the purchase consideration and other terms and conditions described in the circular dated 26 November 2012 issued by LMIR Management Ltd. (in its capacity as manager of LMIR Trust) (the "**Manager**") to holders of units in LMIR Trust ("**Unitholders**" and the circular issued to Unitholders, the "**Circular**") (the "**Pejaten Village Acquisition**"), and for payment of all fees and expenses relating to the Pejaten Village Acquisition (as described in the Circular), such acquisition being an "interested person transaction" (as defined in the Listing Manual of Singapore Exchange Securities Trading Limited, the "**Listing Manual**") as well as an "interested party transaction" (as defined in Appendix 6 of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore in relation to real estate investment trusts);
- (ii) approval be and is hereby given for LMIR Trust to take over the Related Tenancy Agreements (as defined in the Circular) in relation to Pejaten Village upon the completion of the Pejaten Village Acquisition; and
- (iii) the Manager, any director of the Manager 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 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 Pejaten Village Acquisition.

2. ACQUISITION OF BINJAI SUPERMALL FROM AN INTERESTED PERSON

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

- (i) approval be and is hereby given for the acquisition of Binjai Supermall by LMIR Trust, at the purchase consideration and other terms and conditions described in the Circular issued by the Manager to Unitholders (the “**Binjai Supermall Acquisition**”), and for payment of all fees and expenses relating to the Binjai Supermall Acquisition (as described in the Circular), such acquisition being an “interested person transaction” (as defined in the Listing Manual as well as an “interested party transaction” (as defined in Appendix 6 of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore in relation to real estate investment trusts);
- (ii) approval be and is hereby given for LMIR Trust to take over the Related Tenancy Agreements (as defined in the Circular) in relation to Binjai Supermall upon the completion of the Binjai Supermall Acquisition; and
- (iii) the Manager, 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, 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 Binjai Supermall Acquisition.

3. THE WHITEWASH RESOLUTION

That subject to the conditions in the letter from the Securities Industry Council dated 9 November 2012 being fulfilled, the Unitholders, other than PT. Lippo Karawaci Tbk, the sponsor of LMIR Trust (the “**Sponsor**”), parties acting in concert with the Sponsor and parties which are not independent of the Sponsor, hereby (on a poll taken) waive their rights to receive a mandatory offer from the Sponsor and parties acting in concert with the Sponsor, which includes any of the associates (including LMIRT Management Ltd.), for all the Units not already owned by the Sponsor and parties acting in concert with the Sponsor, in the event that they incur a mandatory bid obligation pursuant to Rule 14 of The Singapore Code on Take-overs and Mergers as a result of the receipt of the acquisition fee which is required to be paid to the Manager in Units pursuant to paragraph 5.6 of the Property Funds Appendix (“**Acquisition Fee Units**”), in respect of (i) the acquisition of Pluit Village (the “**Pluit Village Acquisition**”), and (ii) the Pejaten Village Acquisition and the Binjai Supermall Acquisition, as these are acquisitions from interested parties (as defined in the Property Funds Appendix).

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

26 November 2012

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 Singapore Exchange Securities Trading Limited (the "SGX-ST"). Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

This Announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Units. The past performance of LMIR Trust is not necessarily indicative of the future performance of LMIR Trust.

This Announcement may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of property rental income, changes in operating expenses (including employee wages, benefits and training costs), property expenses and governmental and public policy changes. Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's view of future events.