

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 Raffles City Convention Centre, Canning Ballroom, Level 4, 80 Bras Basah Road, Singapore 189560 on 12 November 2014, Wednesday, at 10:30 a.m. (the “**EGM**”), for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTION

1. THE LMK ACQUISITION AND THE LMK LEASES

That subject to and conditional upon the passing of Resolutions 2 and 3:

- (i) approval be and is hereby given for the acquisition (the “**LMK Acquisition**”) of Lippo Mall Kemang (“**LMK**”) by KMT1 Holdings Pte. Ltd. (a wholly-owned subsidiary of LMIR Trust) (“**KMT1**”), or an Indonesian limited liability company to be appointed by KMT1 (“**IndoCo**”), from PT Almaron Perkasa (“**PT AP**”), a corporation which is indirectly 92% owned by PT Lippo Karawaci Tbk, the sponsor of LMIR Trust (the “**Sponsor**”), based on the terms and conditions as described in the circular dated 22 October 2014 (the “**Circular**”) issued by LMIRT Management Ltd., in its capacity as manager of LMIR Trust (the “**Manager**”), to holders of units in LMIR Trust (“**Unitholders**”), as well as for the payment of all fees and expenses relating to the LMK Acquisition;
- (ii) approval be and is hereby given for LMIR Trust to grant (through IndoCo) the LMK Leases (as defined in the Circular and which each constitute an “interested person transaction” under Chapter 9 of the Listing Manual) to PT MSM, PT HIM and PT VPI and for the novation of the remainder of the leases in relation to LMK from PT Gelora Raya Semesta (“**PT GRS**”) to IndoCo;
- (iii) approval be and is hereby given for HSBC Institutional Trust Services (Singapore) Limited (in its capacity as trustee of LMIR Trust) (the “**Trustee**”) to exercise the Put Option on the terms and conditions set out in the Put Option Agreement (each as defined in the Circular) if the Strata Title Certificates relating to LMK is not issued in the name of IndoCo on the expiry of 12 months from the date of the conditional sale and purchase agreement to be entered into between KMT1 and PT AP for the acquisition of LMK;
- (iv) approval be and is hereby given for LMIR Trust to take over the Related Tenancy Agreements (as defined in the Circular) in relation to LMK upon the completion of the LMK Acquisition; and
- (v) the Manager, any director of the Manager (“**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 LMK Acquisition and the LMK Leases.

2. THE PROPOSED ISSUANCE OF THE CONSIDERATION UNITS

That subject to and conditional upon the passing of Resolutions 1 and 3:

- (i) approval be and is hereby given for the Manager to issue the Consideration Units (each as defined in the Circular) for the purpose of the LMK Acquisition; and
- (ii) 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 issuance of the Consideration Units.

3. THE EQUITY FUND RAISING

That subject to and conditional upon the passing of Resolutions 1 and 2:

- (i) approval be and is hereby given for the issue of up to 301,369,000 new units in LMIR Trust in the manner described in the Circular (the “**Equity Fund Raising**”); and
- (ii) 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 Equity Fund Raising.

BY ORDER OF THE BOARD

LMIRT Management Ltd.

(as manager of Lippo Malls Indonesia Retail Trust)

(Company Registration No. 200707703M)

Lynn Wan Tiew Leng

Elizabeth Krishnan

Company Secretaries

Singapore

22 October 2014

Important Notice:

- (1) A Unitholder entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Unitholder.
- (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 lodged at the Unit Registrar’s Office at Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for the Extraordinary General Meeting.
- (4) 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 LMIR Trust (or its agents) for the purpose of the processing and administration by LMIR Trust (or its 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 LMIR Trust (or its 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 LMIR Trust (or its agents), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by LMIR Trust (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify LMIR Trust in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder’s breach of warranty.