SECURITIES AND FUTURES ACT (CAP. 289) SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS) REGULATIONS 2012

NOTIFICATION FORM FOR SUBSTANTIAL SHAREHOLDER(S)/ UNITHOLDER(S) IN RESPECT OF INTERESTS IN SECURITIES

FORM **3** (Electronic Format)

Explanatory Notes

- 1. Please read the explanatory notes carefully before completing the notification form.
- This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
- 3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
- 4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
- 5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
- 6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
- 7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
- 8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
- 9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
- 10. In this form, the term "Listed Issuer" refers to -
 - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
 - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;

- (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
- (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
- (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estaterelated assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
- 11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at http://www.mas.gov.sg (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General Name of Listed Issuer: 1. LIPPO MALLS INDONESIA RETAIL TRUST ("LMIR TRUST") 2. Type of Listed Issuer: Company/Corporation Registered/Recognised Business Trust Real Estate Investment Trust Name of Trustee-Manager/Responsible Person: LMIRT MANAGEMENT LTD (AS MANAGER OF LMIR TRUST) 3. Is more than one Substantial Shareholder/Unitholder giving notice in this form? □ No (Please proceed to complete Part II) ✓ Yes (Please proceed to complete Parts III & IV) Date of notification to Listed Issuer: 4. 18-Aug-2015

	Part III - Substantial Sh	areholder(s)/Ur	hitholder(s) Detai	ls						
[То	be used for multiple Substantial Sha	areholders/Unithol	ders to give notice]							
Sub	ostantial Shareholder/Unitholder A									
1.	1. Name of Substantial Shareholder/Unitholder:									
	BRIDGEWATER INTERNATIONAL LTD]						
2.	Is Substantial Shareholder/Unitho securities of the Listed Issuer are I Yes Vo		•	vhose interest in the						
3.	Notification in respect of:									
	Becoming a Substantial Sharehold	ler/Unitholder								
	✓ Change in the percentage level of	interest while still re	emaining a Substantia	I Shareholder/Unitholde						
	Ceasing to be a Substantial Share	holder/Unitholder								
4.	Date of acquisition of or change in	interest:								
	18-Aug-2015									
5.	Date on which Substantial Shareh change in, interest (<i>if different</i>			•						
	18-Aug-2015									
6.	Explanation (<i>if the date of becomin change in, interest</i>):	ng aware is differe	ent from the date of	acquisition of, or the						
7.	NOT APPLICABLE Quantum of total voting shares/un warrants/convertible debentures { Unitholder before and after the trai	conversion price k	-							
	Immediately before the transaction	Direct Interest	Deemed Interest	Total						
uno	. of voting shares/units held and/or derlying the rights/options/warrants/ nvertible debentures:	700,444,940	0	700,444,940						
As uni	a percentage of total no. of voting shares/ ts:	25.12	0	25.12						
	Immediately after the transaction	Direct Interest	Deemed Interest	Total						
uno	. of voting shares/units held and/or derlying the rights/options/warrants/ nvertible debentures :	700,444,940	0	700,444,940						
As uni	a percentage of total no. of voting shares/ ts:	25.08	0	25.08						

	NOT A	APPLICABLE
9.	[You	tionship between the Substantial Shareholders/Unitholders giving notice in this form: may attach a chart in item 10 to show the relationship between the Substantial Shareholders/ olders]
	propo Dwim Dwim	ewater International Ltd is directly held by PT Sentra Dwimandiri and PT Prudential Development in th ortion of 99.98% and 0.02% respectively. PT Prudential Development is directly held by PT Sentra andiri and PT Lippo Karawaci Tbk in the proportion of 99.9998% and 0.0002% respectively. PT Sentra andiri is directly held by PT Lippo Karawaci Tbk and PT Maharama Sakti (which is a wholly owned diary of PT Lippo Karawaci Tbk) in the proportion of 100.00% and 1 share respectively.
10.	Attac	chments (<i>if any</i>): 🕤
	Ø	(The total file size for all attachment(s) should not exceed 1MB.)
11.	If this	s is a replacement of an earlier notification, please provide:
	(a)	SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (<i>the "Initial Announcement"</i>):
	(b)	Date of the Initial Announcement:
	(c)	15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:
12.	Rem	arks (<i>if any</i>):
		ercentage of Unitholdings are calculated based on 2,788,501,528 Units in issue before the change and 798,480 Units after the change.
Sub	ostantia	al Shareholder/Unitholder B
1.	Nam	e of Substantial Shareholder/Unitholder:
	PT SE	NTRA DWIMANDIRI
2.	secu	ubstantial Shareholder/Unitholder a fund manager or a person whose interest in th irities of the Listed Issuer are held solely through fund manager(s)? es

- 3. Notification in respect of:
 - Becoming a Substantial Shareholder/Unitholder
 - ✓ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
 - Ceasing to be a Substantial Shareholder/Unitholder
- 4. Date of acquisition of or change in interest:

18-Aug-2015

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (*if different from item 4 above, please specify the date*):

18-Aug-2015

6. Explanation (*if the date of becoming aware is different from the date of acquisition of, or the change in, interest*):

NOT APPLICABLE

7. Quantum of total voting shares/units (*including voting shares/units underlying rights/options/ warrants/convertible debentures {conversion price known}*) held by Substantial Shareholder/ Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	0	700,444,940	700,444,940
As a percentage of total no. of voting shares/ units:	0	25.12	25.12
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	0	700,444,940	700,444,940
As a percentage of total no. of voting shares/ units:	0	25.08	25.08

8. Circumstances giving rise to deemed interests (*if the interest is such*):

[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

PT Sentra Dwimandiri is deemed to be interested in 700,444,940 Units held by Bridgewater International Ltd.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/ Unitholders]

	Bridgewater International Ltd is directly held by PT Sentra Dwimandiri and PT Prudential Development in the proportion of 99.98% and 0.02% respectively. PT Prudential Development is directly held by PT Sentra Dwimandiri and PT Lippo Karawaci Tbk in the proportion of 99.998% and 0.0002% respectively. PT Sentra Dwimandiri is directly held by PT Lippo Karawaci Tbk and PT Maharama Sakti (which is a wholly owned subsidiary of PT Lippo Karawaci Tbk) in the proportion of 100.00% and 1 share respectively.
10.	Attachments (<i>if any</i>): (i) (The total file size for all attachment(s) should not exceed 1MB.)
11.	
11.	 If this is a replacement of an earlier notification, please provide: (a) SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (<i>the "Initial Announcement"</i>):
	(b) Date of the Initial Announcement:
	 (c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:
12.	Remarks (<i>if any</i>):
	The percentage of Unitholdings are calculated based on 2,788,501,528 Units in issue before the change and 2,792,798,480 Units after the change.
	2,792,798,480 Units after the change.
<u>Sub</u> 1.	2,792,798,480 Units after the change.
1.	2,792,798,480 Units after the change.
	2,792,798,480 Units after the change.
1.	2,792,798,480 Units after the change. estantial Shareholder/Unitholder C Name of Substantial Shareholder/Unitholder: PT LIPPO KARAWACI TBK Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)? Yes
1. 2.	2,792,798,480 Units after the change. Destantial Shareholder/Unitholder C Is Substantial Shareholder/Unitholder: PT LIPPO KARAWACI TBK Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)? Yes ✓ No Notification in respect of:
1. 2.	2,792,798,480 Units after the change. estantial Shareholder/Unitholder C Isstantial Shareholder/Unitholder: PT LIPPO KARAWACI TBK Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)? Yes V No Notification in respect of: Becoming a Substantial Shareholder/Unitholder
1. 2.	2,792,798,480 Units after the change. Instantial Shareholder/Unitholder C PT LIPPO KARAWACI TBK Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)? Yes No Notification in respect of: Becoming a Substantial Shareholder/Unitholder Image: Control of the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
1. 2. 3.	2,792,798,480 Units after the change. estantial Shareholder/Unitholder C Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)? Yes No Notification in respect of: Becoming a Substantial Shareholder/Unitholder Ic Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
1. 2. 3.	2,792,798,480 Units after the change. Isstantial Shareholder/Unitholder C Isstantial Shareholder/Unitholder: PT LIPPO KARAWACI TBK Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)? Yes No Notification in respect of: Becoming a Substantial Shareholder/Unitholder Ic Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder Date of acquisition of or change in interest:

6. Explanation (*if the date of becoming aware is different from the date of acquisition of, or the change in, interest*):

NOT APPLICABLE

7. Quantum of total voting shares/units (*including voting shares/units underlying rights/options/ warrants/convertible debentures {conversion price known}*) held by Substantial Shareholder/ Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	0	807,570,416	807,570,416
As a percentage of total no. of voting shares/ units:	0	28.96	28.96
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	0	811,867,368	811,867,368
As a percentage of total no. of voting shares/ units:	0	29.07	29.07

8. Circumstances giving rise to deemed interests (*if the interest is such*): [You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

PT Lippo Karawaci Tbk is deemed to be interested in (i) 700,444,940 Units held by its indirect wholly-owned subsidiary, Bridgewater International Ltd and (ii) 111,422,428 Units held by LMIRT Management Ltd. The breakdown of LK's deemed interest is annexed as Appendix 1.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/ Unitholders]

Bridgewater International Ltd is directly held by PT Sentra Dwimandiri and PT Prudential Development in the proportion of 99.98% and 0.02% respectively. PT Prudential Development is directly held by PT Sentra Dwimandiri and PT Lippo Karawaci Tbk in the proportion of 99.998% and 0.0002% respectively. PT Sentra Dwimandiri is directly held by PT Lippo Karawaci Tbk and PT Maharama Sakti (which is a wholly owned subsidiary of PT Lippo Karawaci Tbk) in the proportion of 100.00% and 1 share respectively.

10. Attachments (if any): 🕤

(The total file size for all attachment(s) should not exceed 1MB.)

- 11. If this is a **replacement** of an earlier notification, please provide:
 - (a) SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (*the "Initial Announcement"*):

(b)	Date	of	the	e In	itia	ΙA	nn	our	nce	me	ent	:															
(c)	15-d whic	-													va	nt	tra	nsa	act	ior	n ir	۱t	he	F	orm	n 3	1
_	arks (

12. Remarks (if any):

The percentage of Unitholdings are calculated based on 2,788,501,528 Units in issue before the change and 2,792,798,480 Units after the change.

Part IV - Transaction details

·	Type of securities which are the subject of the transaction (more than one option may be chosen):
	✓ Voting shares/units
	Rights/Options/Warrants over voting shares/units
	Convertible debentures over voting shares/units (conversion price known)
	Others (<i>please specify</i>):
	Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholders/Unitholders:
	NONE
	Amount of consideration paid or received by Substantial Shareholders/Unitholders (<i>excluding brokerage and stamp duties</i>):
	NOT APPLICABLE
	Circumstance giving rise to the interest or change in interest:
	Acquisition of:
	Securities via market transaction
	Securities via off-market transaction (<i>e.g. married deals</i>)
	Securities via physical settlement of derivatives or other securities
	Securities pursuant to rights issue
	Securities via a placement
	Securities following conversion/exercise of rights, options, warrants or other convertibles
	Disposal of:
	Securities via market transaction
	Securities via off-market transaction (e.g. married deals)
	Other circumstances:
	Acceptance of take-over offer for the Listed Issuer
	Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate in (<i>please specify</i>):
	✓ Others (<i>please specify</i>):
	LMIRT Management Ltd ("LMIRT") has received Units in payment of Management Fees, resulting in the
	enlargement of unit capital, consequently reducing the interests of Bridgewater International Ltd and PT Sentra
	Dwimandiri in LMIR Trust. Since PT Lippo Karawaci Tbk ("LK") is deemed to be interested in the Units held by LMIRT in LMIR Trust, the interest of LK in LMIR Trust has increased.

Item 5 is to be completed by an individual submitting this notification form on behalf of the Substantial Shareholders/Unitholders.

5. Particulars of Individual submitting this notification form to the Listed Issuer:

- (a) Name of Individual: JENNY KUISTONO
- (b) Designation (*if applicable*):

DIRECTOR

(c) Name of entity (*if applicable*): PT LIPPO KARAWACI TBK

Transaction Reference Number (auto-generated):