



LIPPO MALLS INDONESIA RETAIL TRUST

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

1 April 2021

To: The Unitholders of Lippo Malls Indonesia Retail Trust

Dear Sir/Madam

THE PROPOSED RENEWAL OF THE UNIT BUY-BACK MANDATE

1 INTRODUCTION

1.1 Summary

LMIRT Management Ltd., as manager of Lippo Malls Indonesia Retail Trust (“**LMIR Trust**”) and as manager of LMIR Trust, the “**Manager**”), refers to (a) the Notice of Annual General Meeting (“**AGM**”) dated 1 April 2021 convening the AGM of LMIR Trust to be held by way of electronic means on Wednesday, 21 April 2021 at 10:00 a.m. Singapore Time; and (b) the proposed Ordinary Resolution 4 (“**Resolution 4**”) under the heading “As Special Business” set out in the Notice of AGM.

Resolution 4 relates to the proposed renewal of the Unit Buy-Back Mandate of the Manager. The Manager’s existing mandate to exercise its powers to procure the repurchases of Units in LMIR Trust (“**Units**”) for and on behalf of LMIR Trust without the prior specific approval of holders of Units (“**Unitholders**”) in a general meeting was approved by Unitholders at the AGM of LMIR Trust that was held on 16 June 2020 (the “**2020 AGM**”), and such mandate expires on 21 April 2021, being the date of the AGM. In this regard, the Manager seeks approval from Unitholders at the AGM in relation to the renewal of the mandate to exercise its powers to procure the repurchases of Units without the prior specific approval of Unitholders in a general meeting (the “**Unit Buy-Back Mandate**”).

1.2 This Letter

The purpose of this Letter is to provide the Unitholders with information relating to the proposed renewal of the Unit Buy-Back Mandate which will be tabled at the AGM.

1.3 Advice to Unitholders

Unitholders should note that by voting in favour of Resolution 4 in relation to the proposed renewal of the Unit Buy Back Mandate, they will be renewing the authority of the Manager to procure the repurchase of Units on the terms and conditions set out in paragraph 2 of this Letter and in accordance with all applicable laws and regulations, including but not limited to the provisions of the trust deed dated 8 August 2007 constituting LMIR Trust (as amended, varied or supplemented from time to time) (the “**Trust Deed**”) and the listing manual (the “**Listing Manual**”) of Singapore Exchange Securities Trading Limited (the “**SGX-ST**”).

If a Unitholder is in any doubt as to the action he should take, he should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

1.4 Legal Adviser for the Unit Buy-Back Mandate

The Manager has engaged Allen & Gledhill LLP as its legal adviser in relation to the Unit Buy-Back Mandate.

1.5 Singapore Exchange Securities Trading Limited

The SGX-ST assumes no responsibility for the accuracy of any statements or opinions made, or reports contained, in this Letter.

2 THE PROPOSED RENEWAL OF THE UNIT BUY-BACK MANDATE

2.1 Rationale for the Unit Buy-Back Mandate

The approval of the renewal of the Unit Buy-Back Mandate authorising the Manager to repurchase Units for and on behalf of LMIR Trust would give the Manager the flexibility to undertake repurchases of Units (“**Unit Buy-Back**”) of up to the 10.0% limit described in paragraph 2.2.1 of this Letter at any time, during the period when the Unit Buy-Back Mandate is in force.

The rationale for seeking the renewal of the Unit Buy-Back Mandate is as follows:

- (i) the Unit Buy-Back Mandate would be a flexible and cost-effective capital management tool to enhance return on equity for Unitholders and/or the net asset value (“**NAV**”) per Unit; and
- (ii) the Unit Buy-Back Mandate, when exercised at appropriate times, would help mitigate short-term market volatility, off-set the effects of short-term speculative trading of the Units and bolster market confidence in the Units.

While the Unit Buy-Back Mandate would authorise Unit Buy-Backs of up to the said 10.0% limit during the period when the Unit Buy-Back Mandate is in force, Unitholders should note that Unit Buy-Backs may not necessarily be carried out to

the entire 10.0% limit as authorised by Unitholders.

Repurchases of Units will be made only when the Manager considers it to be in the best interests of LMIR Trust and the Unitholders.

Rule 723 of the Listing Manual requires LMIR Trust to ensure that at least 10.0% of its Units are at all times held by the public (the “**Public Float**”). As at 17 March 2021, being the latest practicable date prior to the printing of this Letter (the “**Latest Practicable Date**”), the Public Float is approximately 41.65%, and accordingly, the Manager is of the view that the orderly trading and the listing status of the Units on the SGX-ST is not likely to be affected by the Unitholders’ approval of the Unit Buy-Back Mandate and the repurchases of Units thereunder.

2.2 Authority and Limits on the Unit Buy-Back Mandate

The authority conferred on the Manager and the limits placed on the repurchases of Units by the Manager under the Unit Buy-Back Mandate are set out below:

2.2.1 Maximum Limit

The total number of Units which may be repurchased pursuant to the Unit Buy-Back Mandate is limited to that number of Units representing not more than 10.0% of the total number of issued Units as at the date of the AGM¹.

FOR ILLUSTRATIVE PURPOSES ONLY: On the basis of 7,609,667,047 Units in issue as at the Latest Practicable Date, and assuming that no further Units are issued on or prior to the AGM at which the Unit Buy-Back Mandate is approved, not more than 760,966,704 Units (representing 10.0% of the issued Units) may be repurchased by the Manager pursuant to the Unit Buy-Back Mandate during the Mandate Duration (as defined herein).

2.2.2 Duration of Authority

Unless revoked or varied by Unitholders in a general meeting, the Unit Buy-Back Mandate, if approved by Unitholders, will be in force from the period commencing from the date on which the AGM is held and the Unit Buy-Back Mandate is approved and expiring on the earliest of the following dates:

- (i) the date on which the next annual general meeting of LMIR Trust is held;
- (ii) the date by which the next annual general meeting of LMIR Trust is required by applicable laws and regulations or the provisions of the Trust Deed to be held; or

¹ Pursuant to the Listing Manual, a unit buy-back shall not exceed 10.0% of the total number of issued units excluding treasury units and subsidiary holdings in each class as at the date of the resolution passed by unitholders for the unit buy-back. For the avoidance of doubt, LMIR Trust does not hold any treasury units and there are no subsidiary holdings as none of the subsidiaries of LMIR Trust hold any Units. There is also only one class of units in LMIR Trust.

- (iii) the date on which the repurchases of Units by the Manager pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated,

(the “**Mandate Duration**”).

Under the Trust Deed and the prevailing laws and regulations of Singapore, LMIR Trust is required to convene an annual general meeting of Unitholders once every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

The authority conferred on the Manager under the Unit Buy-Back Mandate to repurchase Units may be renewed at the next annual general meeting of Unitholders. When seeking the approval of Unitholders for any subsequent Unit buy-back mandate, the Manager shall disclose details of each Unit buy-back made during the Mandate Duration in respect of the Unit buy-back mandate immediately preceding such Unit buy-back mandate being sought, including, *inter alia*, the total number of Units repurchased, the repurchase price per Unit or the highest and lowest prices paid for such repurchases of Units, where relevant, and the total consideration paid for such repurchases.

2.2.3 **Manner of Repurchase**

Repurchases of Units may be made by way of:

- (i) market repurchase(s) (“**Market Repurchases**”); and/or
- (ii) off-market repurchase(s) (“**Off-Market Repurchases**”).

Market Repurchases refer to repurchases of Units by the Manager effected on the SGX-ST and/or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted, through one or more duly licensed stockbrokers appointed by the Manager for the purpose.

Off-Market Repurchases refer to repurchases of Units by the Manager (which are not Market Repurchases) made under an equal access scheme or schemes for the repurchase of Units from Unitholders in accordance with the Unit Buy-Back Trust Deed Supplement. In this regard, an Off-Market Repurchase must satisfy all the following conditions:

- (i) offers for the repurchase or acquisition of Units shall be made to every person who holds Units to repurchase or acquire the same percentage of their Units;
- (ii) all of the above-mentioned persons shall be given a reasonable opportunity to accept the offers made to them; and
- (iii) the terms of all the offers shall be the same, except that there shall be disregarded:

- (a) differences in consideration attributable to the fact that offers may relate to Units with different accrued distribution entitlements;
- (b) differences in consideration attributable to the fact that the offers may relate to Units with different amounts remaining unpaid; and
- (c) differences in the offers introduced solely to ensure that each Unitholder is left with a whole number of Units.

Additionally, the Listing Manual provides that, in making an Off-Market Repurchase, the Manager must issue an offer document to all Unitholders which must contain, *inter alia*:

- (i) the terms and conditions of the offer;
- (ii) the period and procedures for acceptances;
- (iii) the reasons for the proposed Unit repurchases;
- (iv) the consequences, if any, of Unit repurchases by the Manager that will arise under the Singapore Code on Take-overs and Mergers (the “**Code**”) or other applicable takeover rules;
- (v) whether the Unit repurchases, if made, could affect the listing of the Units on the SGX-ST;
- (vi) details of any Unit repurchases made by the Manager in the previous 12 months (whether Market Repurchases or Off-Market Repurchases in accordance with an equal access scheme), giving the total number of Units repurchased, the repurchase price per Unit or the highest and lowest prices paid for the repurchases, where relevant, and the total consideration paid for the repurchases; and
- (vii) whether the Units repurchased by the Manager will be cancelled or kept as treasury Units.

2.2.4 Repurchase Price

The Manager has the discretion to determine the repurchase price for a repurchase of Units under the Unit Buy-Back Mandate. However, the maximum repurchase price (the “**Maximum Price**”) to be paid for Units repurchased under the Unit Buy-Back Mandate determined by the Manager shall not exceed 105.0% of the Average Closing Price (as defined herein) of the Units for both a Market Repurchase in accordance with Rule 884 of the Listing Manual, and an Off-Market Repurchase, excluding brokerage, stamp duty, commission, applicable goods and services tax and other related expenses (“**Related Expenses**”) of such repurchase.

For the purposes of this paragraph 2.2.4:

“Average Closing Price” means the average of the closing market prices of the Units over the last five Market Days (as defined herein), on which transactions in the Units were recorded, immediately preceding the date of the Market Repurchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Repurchase, and deemed to be adjusted for any corporate action that occurs during the relevant five Market Days and the date on which the Market Repurchase(s) or, as the case may be, the date on which the offer pursuant to the Off-Market Repurchase(s), is made;

“date of the making of the offer” means the date on which the Manager makes an offer for an Off-Market Repurchase, stating therein the repurchase price (which shall not be more than the Maximum Price for an Off-Market Repurchase calculated on the foregoing basis) for each Unit and the relevant terms of the equal access scheme for effecting the Off-Market Repurchase; and

“Market Day” means a day on which the SGX-ST and/or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted is open for trading in securities.

2.3 Status of Repurchased Units

Under the Trust Deed, a Unit repurchased by way of a Unit buy-back shall be deemed cancelled immediately on repurchase (and all rights and privileges attached to such Unit will expire on such cancellation).

2.4 Reporting Requirements

Rule 886 of the Listing Manual specifies that an issuer shall notify the SGX-ST of all repurchases or acquisitions of its Units not later than 9.00 a.m.:

- (i) in the case of a Market Repurchase, on the Market Day following the day on which the Market Repurchase was made; or
- (ii) in the case of an Off-Market Repurchase under an equal access scheme, on the second Market Day after the close of acceptance of the offer for the Off-Market Repurchase.

The notification of any such repurchases of Units to the SGX-ST (in the form of an announcement on the SGXNet) shall be in such form and shall include such details as the SGX-ST may prescribe.

The Manager shall make arrangements with the appointed stockbrokers and/or custodians to ensure that they provide the Manager in a timely fashion the necessary information which will enable the Manager to make the notifications to the SGX-ST.

2.5 Sources of Funds

The Manager may only apply funds for the repurchase of Units as provided in the Trust Deed and in accordance with the applicable laws and regulations in Singapore. The Manager may not repurchase Units for a consideration other than in cash.

The Manager intends to utilise LMIR Trust's internal sources of funds, external borrowings or a combination of both to finance the Manager's repurchase of Units on behalf of LMIR Trust pursuant to the Unit Buy-Back Mandate, subject always to the requirements of the applicable laws and/or regulations in force at the relevant time.

2.6 Financial Effects

It is not possible for the Manager to calculate realistically or quantify the impact of repurchases of Units that may be made pursuant to the Unit Buy-Back Mandate on the NAV per Unit and distribution per Unit ("DPU") as the resultant effect would depend on, among others, the aggregate number of Units repurchased and the repurchase prices paid for such Units.

LMIR Trust's total number of issued Units will be diminished by the total number of Units repurchased by way of a Unit Buy-Back as such Units will be cancelled.

The Manager will only exercise the Unit Buy-Back Mandate when it considers it to be in the best interests of LMIR Trust and the Unitholders. The Manager will consider factors such as the working capital requirements, availability of financial resources, the investment and growth strategies of LMIR Trust and the prevailing market conditions before repurchasing Units under the Unit Buy-Back Mandate. The Manager will exercise the Unit Buy-Back Mandate with a view to enhancing the DPU and/or the NAV per Unit. The Manager does not intend to exercise the Unit Buy-Back Mandate to such an extent as would have a material adverse effect on the financial position of LMIR Trust.

FOR ILLUSTRATIVE PURPOSES ONLY: The financial effects of a Unit buy-back on LMIR Trust are based on the assumptions set out below:

- (i) 760,966,704 Units (representing approximately 10.0% of the issued Units as at the Latest Practicable Date) are repurchased by the Manager pursuant to the Unit Buy-Back Mandate on 1 January 2020;
- (ii) 7,609,667,047 Units are in issue as at the Latest Practicable Date and as at 1 January 2020 (assuming no further Units are issued on or prior to the AGM at which the Unit Buy-Back Mandate is approved. For the avoidance of doubt, the assumed number of Units in issue does not include the Units which are expected to be issued after the date of this Letter and prior to the AGM as payment of the Manager's performance fees);

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- (iii) Units are repurchased (whether by Market Repurchases and/or Off-Market Repurchases) by the Manager at the Maximum Price of S\$0.0697 per Unit (being 105.0% of the Average Closing Price of the Units immediately preceding the Latest Practicable Date), and accordingly, the maximum amount of funds required for the repurchase of 760,966,704 Units, representing 10.0% of the issued Units as at the Latest Practicable Date (excluding Related Expenses) is approximately S\$53.0 million;
- (iv) the Unit Buy-Back Mandate has been effective since 1 January 2020;
- (v) all Units repurchased under the Unit Buy-Back Mandate are cancelled;
- (vi) the repurchases of Units are funded solely by internal funds; and
- (vii) there are no changes to the distribution policy to Unitholders.

Based on the assumptions set out above, the financial effects of the repurchase of 760,966,704 Units (representing 10.0% of the issued Units as at the Latest Practicable Date) by the Manager pursuant to the Unit Buy-Back Mandate are set out below based on the audited consolidated financial statements of LMIR Trust and its subsidiaries (the “**LMIR Trust Group**”) for the financial year ended 31 December 2020 (“**FY 2020**” and the audited consolidated financial statements of the LMIR Trust Group for FY 2020, the “**FY 2020 Audited Financial Statements**”) and taking into account the rights issue of 4,682,872,029 Units on 21 January 2021:

	FY 2020 Audited Financial Statements	Pro forma financial effects of Unit repurchases on the FY 2020 Audited Financial Statements
Net Assets attributable to Unitholders (S\$ million)	509	456
Number of issued Units (as at the Latest Practicable Date) (million)	7,610	6,849
<u>Financial Ratios</u>		
NAV per Unit as reported (Singapore cents)	17.40	N.A. ⁽¹⁾
NAV per Unit assuming rights units were issued on 1 January 2020 (Singapore cents)	6.69	6.66
Distribution per Unit (as reported (Singapore cents)	0.34	N.A. ⁽¹⁾
Distribution per Unit assuming rights units were issued on 1 January 2020	0.15	0.17

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(Singapore cents)

Aggregate Leverage (%)	41.9%	43.3%
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Note:

(1) N.A. refers to not applicable.

Unitholders should note that the financial effects set out in the table above are based on the FY 2020 Audited Financial Statements, as adjusted for the rights issue of 4,682,872,029 Units on 21 January 2021, and are presented strictly for illustrative purposes only. The results of the LMIR Trust Group for FY 2020 may not be representative of future performance. Although the Unit Buy-Back Mandate would authorise the Manager to repurchase up to 10.0% of the total number of issued Units, the Manager may not necessarily repurchase or be able to repurchase the entire 10.0% of the total number of issued Units at any time while the Unit Buy-Back Mandate is in force.

2.7 Taxation

Unitholders who are in doubt as to their respective tax positions or the tax implications of Unit repurchases by the Manager, or who may be subject to tax whether in or outside Singapore, should consult their own professional advisers.

2.8 Black-Out Periods

The Manager will not repurchase any Units for and on behalf of LMIR Trust at any time after a material price sensitive development has occurred or has been the subject of a decision until such time the price sensitive information has been publicly announced. In addition, the Manager will not repurchase Units for and on behalf of LMIR Trust during the period commencing (if LMIR Trust announces its financial statements on a quarterly basis) two weeks before the announcement of the LMIR Trust Group's financial statements for each of the first three quarters of its financial year and one month before the announcement of the LMIR Trust Group's full year financial statements or (if LMIR Trust announces its financial statements on a semi-annual basis) one month before the announcement of each of the LMIR Trust Group's half year and full year financial statements.

2.9 Units Repurchased by the Manager

As at the Latest Practicable Date, the Manager has not repurchased any Units under the existing Unit Buy-Back mandate previously approved by Unitholders at the 2020 AGM.

2.10 Take-over Implications

The circumstances under which Unitholders and persons acting in concert with them will incur an obligation to make a mandatory take-over offer under Rule 14 of the Code after a repurchase of Units by the Manager are set out in Appendix 2 of the Code. The take-over implications which may arise from any repurchase by the Manager of Units by way of a Unit buy-back are set out below.

2.10.1 Obligation to make a Take-over Offer

If, as a result of any repurchase by the Manager of the Units, the proportionate interest in the voting rights of a Unitholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Code. Consequently, a Unitholder or a group of Unitholders acting in concert could obtain or consolidate effective control of LMIR Trust and become obliged to make a mandatory take-over offer under Rule 14 of the Code.

2.10.2 Persons Acting in Concert

Applying the Code to LMIR Trust, to the extent possible, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of Units (or otherwise), to obtain or consolidate effective control of LMIR Trust.

Unless the contrary is established, the following persons, among others, will be presumed to be acting in concert, namely:

- (i) the following companies:
 - (a) a company (“**(A)**”);
 - (b) the parent company of (A) (“**(B)**”);
 - (c) the subsidiaries of (A) (each, “**(C)**”);
 - (d) the fellow subsidiaries of (A) (each, “**(D)**”);
 - (e) the associated companies of any of (A), (B), (C), or (D) (each, “**(E)**”);
 - (f) companies whose associated companies include any of (A), (B), (C), (D) or (E); and
 - (g) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights; and
- (ii) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts).

For this purpose, a company is an “**associated company**” (as defined in the Code) of another company if the second company owns or controls at least 20.0% but not more than 50.0% of the voting rights of the first-mentioned company.

2.10.3 Effect of Rule 14 and Appendix 2 of the Code

In general terms, the effect of Rule 14 and Appendix 2 of the Code is that, unless exempted¹, Unitholders and/or persons acting in concert with them will incur an obligation to make a mandatory take-over offer under Rule 14 of the Code if, as a result of the Manager repurchasing Units by way of a Unit buy-back, the voting rights of such Unitholders and/or their concert parties would increase to 30.0% or more, or in the event that such Unitholders and/or their concert parties hold between 30.0% and 50.0% of the voting rights in LMIR Trust, if the voting rights of such Unitholders and/or their concert parties would increase by more than 1.0% in any period of six months.

Under Appendix 2 of the Code, a Unitholder not acting in concert with the Directors will not be required to make a mandatory take-over offer under Rule 14 of the Code if, as a result of the Manager repurchasing Units by way of a Unit buy-back, the voting rights of such Unitholder would increase to 30.0% or more, or, if such Unitholder holds between 30.0% and 50.0% of the voting rights in LMIR Trust, the voting rights of such Unitholder would increase by more than 1.0% in any period of six months. Such Unitholder need not abstain from voting in respect of the resolution relating to the proposed Unit Buy-Back Mandate.

Based on the interests of the Substantial Unitholders (as defined herein) in Units recorded in the Register of Substantial Unitholders as at the Latest Practicable Date, the unitholdings of PT Lippo Karawaci Tbk (the “**Sponsor**”), direct and deemed, is 4,439,911,071 Units (58.35%). The unitholdings of the Sponsor, direct and deemed, after the repurchase of Units assuming (a) the Manager purchases 760,966,704 Units, being the maximum limit of 10.0% of the issued Units under the Unit Buy-Back Mandate and (b) there is no change in the number of Units held by the Sponsor as at the Latest Practicable Date, will be 4,439,911,071 Units (64.83%).

In the above illustration, as at the Latest Practicable Date, the voting rights of the Sponsor may increase from 58.35% to 64.83%, in the event the Manager purchases 760,966,704 Units, being the maximum limit of 10.0% of the issued Units under the Unit Buy-Back Mandate. In the event that their voting rights increase by more than 1.0% in any period of 6 months, the Sponsor and persons acting in concert with them² would become obliged to

1 Unitholders and/or persons acting in concert with them will be exempt from the requirement to make a mandatory take-over offer under Rule 14 of the Code upon the satisfaction of the conditions set out in paragraph 3(a) of Appendix 2 of the Code.

2 Including the persons which are deemed to be interested in the Sponsor's interest in the Units as set out in paragraph 4.2 of this Letter being PT Inti Anugerah Pratama, PT Triyaja Utama Mandiri, James Tjahaja Riady, Fullerton Capital Limited, Sinovex Limited and Dr Stephen Riady.

make a take-over offer for LMIR Trust under Rule 14 of the Code.

The Manager intends to monitor and limit the extent of its repurchases under the Unit Buy-Back Mandate such that the voting rights of the Sponsor and persons acting in concert with them will not increase by more than 1.0% of the issued Units in any period of 6 months.

Save as disclosed above, none of the Substantial Unitholders would become obliged to make a take-over offer for LMIR Trust under Rule 14 of the Code as a result of any repurchase of Units by the Manager pursuant to the Unit Buy-Back Mandate of the maximum limit of 10.0% of its issued Units as at the Latest Practicable Date.

Important:

The statements herein do not purport to be a comprehensive or exhaustive description of all the relevant provisions of, or all the implications that may arise under the Code. Unitholders are advised to consult their professional advisers and/or the Securities Industry Council at the earliest opportunity as to whether an obligation to make a mandatory take-over offer would arise by reason of any Unit repurchases by the Manager.

2.11 Unitholders' Approval

In view of the foregoing, the Manager is seeking the approval of Unitholders for the resolution relating to the proposed renewal of the Unit Buy-Back Mandate.

Important:

Unitholders should note that by voting in favour of the resolution relating to the proposed renewal of the Unit Buy-Back Mandate, they will be authorising the Manager to procure the repurchases of Units on the terms and conditions set out in paragraph 2 of this Letter and in accordance with the provisions of the Trust Deed and all applicable laws and regulations, including but not limited to the Listing Manual.

3 INTERESTS OF DIRECTORS AND SUBSTANTIAL UNITHOLDERS

3.1 Interests of Directors

As at the Latest Practicable Date, as recorded in the LMIR Trust's Register of Directors' Unitholding, except for Mr Mark Leong Kei Wei, none of the directors of the Manager has an interest, direct or indirect, in the Units. Mr Mark Leong Kei Wei's interest is set out below:

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Name of Director	Direct Interest		Deemed Interest		Total no. of Units held	% ⁽¹⁾
	No. of Units	% ⁽¹⁾	No. of Units	% ⁽¹⁾		
Mark Leong Kei Wei	150,000 ⁽²⁾	0.002	150,000 ⁽²⁾	0.002	300,000 ⁽²⁾	0.004

Notes:

- (1) Percentage interest is based on 7,609,667,047 Units in issue as at the Latest Practicable Date.
(2) Mr Mark Leong Kei Wei is deemed to be interested in 150,000 Units held by his spouse.

3.2 Interests of Substantial Unitholders

Based on the information available to the Manager, the direct and deemed interests and voting rights of the Substantial Unitholders of LMIR Trust as at the Latest Practicable Date are as follows:

Name of Substantial Unitholders	Direct Interest		Deemed Interest		Total no. of Units held	% ⁽¹⁾
	No. of Units	% ⁽¹⁾	No. of Units	% ⁽¹⁾		
Bridgewater International Ltd ("BIL") ²	4,210,792,262	55.33	-	-	4,210,792,262	55.33
Mainland Real Estate Ltd. ("Mainland") ²	-	-	4,439,911,071	58.35	4,439,911,071	58.35
PT. Sentra Dwimandiri ("SD") ²	-	-	4,439,911,071	58.35	4,439,911,071	58.35
Lippo Karawaci Corporation Pte Ltd. ("LK Corp") ²	-	-	4,439,911,071	58.35	4,439,911,071	58.35
Jesselton Investment Limited ("Jesselton") ²	-	-	4,439,911,071	58.35	4,439,911,071	58.35
Sponsor ²	-	-	4,439,911,071	58.35	4,439,911,071	58.35
PT Inti Anugerah Pratama ("IAP") ³	-	-	4,439,911,071	58.35	4,439,911,071	58.35
PT Triyaja Utama Mandiri ("TUM") ⁴	-	-	4,439,911,071	58.35	4,439,911,071	58.35

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Name of Substantial Unitholders	Direct Interest		Deemed Interest		Total no. of Units held	% ⁽¹⁾
	No. of Units	% ⁽¹⁾	No. of Units	% ⁽¹⁾		
James Tjahaja Riady (“JTR”) ⁵	-	-	4,439,911,071	58.35	4,439,911,071	58.35
Fullerton Capital Limited (“Fullerton”) ⁶	-	-	4,439,911,071	58.35	4,439,911,071	58.35
Sinovex Limited (“Sinovex”) ⁷	-	-	4,439,911,071	58.35	4,439,911,071	58.35
Dr Stephen Riady (“SR”) ⁸	-	-	4,439,911,071	58.35	4,439,911,071	58.35

Notes:

- (1) Percentage interest is based on 7,609,667,047 Units in issue as at the Latest Practicable Date.
- (2) BIL is directly held by SD, PT Prudential Development (“PD”) and Mainland in the proportion of 47.61%, 0.01% and 52.38% respectively. SD and Mainland are therefore deemed to be interested in the units held by BIL. LMIRT Management Ltd., the manager of Lippo Malls Indonesia Retail Trust (the “Manager”) is directly held by Peninsula Investment Limited (“PIL”), which in turn is directly held by Mainland and Jesselton in the proportion of 51.91% and 48.09% respectively. Mainland is directly held by SD, PD, Jesselton and LK Corp in the proportion of 28%, 18%, 27% and 27% respectively. PTSD and LKC are therefore deemed to interested in the units held by BIL and the Manager. The Sponsor continues to hold 100% of SD, PD, LK Corp and Jesselton.
- (3) IAP holds more than 50% interest in the Sponsor and is therefore deemed to be interested in Sponsor’s deemed interest in 4,439,911,071 Units comprising of 229,118,809 units held by the Manager and 4,210,792,262 units held by BIL.
- (4) TUM holds 60% interest in IAP which is the intermediate holding company of the Manager. Accordingly, TUM has a deemed interest in 229,118,809 units held by the Manager. In addition, TUM is the intermediate holding company of BIL and is therefore deemed in the 4,210,792,262 units held by BIL.
- (5) JTR effectively holds 100% interest in TUM and is therefore deemed to be interested in TUM’s deemed interest.
- (6) Fullerton holds 40% interest in IAP and is therefore deemed to be interested in IAP’s deemed interest of 4,439,911,071 Units.
- (7) Sinovex is the holding company of Fullerton and is therefore deemed to be interested in Fullerton’s deemed interest of 4,439,911,071 Units.
- (8) SR holds the entire share capital of Sinovex which is the holding company of Fullerton. Fullerton holds 40% of the shares in IAP which is the intermediate holding company of the Manager and BIL. Therefore, he is deemed to be interested in 4,439,911,071 Units comprising of 229,118,809 units held by the Manager and 4,210,792,262 units held by BIL.

4 DIRECTORS' RECOMMENDATION

4.1 Proposed Renewal of the Unit Buy-Back Mandate

Having considered the relevant factors, including the rationale for the proposed renewal of the Unit Buy-Back Mandate as set out in paragraph 2 of this Letter, the Directors recommend that Unitholders vote at the AGM in favour of the resolution relating to the proposed renewal Unit Buy-Back Mandate.

5 DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Letter and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Letter constitutes full and true disclosure of all material facts about the proposed renewal of the Unit Buy-Back Mandate, LMIR Trust and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Letter misleading.

Where information in this Letter has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Letter in its proper form and context.

6 DOCUMENT ON DISPLAY

The Trust Deed will be available for inspection at the registered office of the Manager¹ for so long as LMIR Trust is in existence.

Yours faithfully

LMIRT Management Ltd.

(as manager of Lippo Malls Indonesia Retail Trust)

(Company Registration Number: 200707703M)

Mr Liew Chee Seng James

Executive Director and Chief Executive Officer

¹ Prior appointment with the Manager will be appreciated. Please contact Mr Cesar Agor (Telephone: +65 6419 9663).

IMPORTANT NOTICE

This Letter does not constitute or form part of an offer, invitation or solicitation of any offer to purchase or subscribe for any securities of LMIR Trust in Singapore or any other jurisdictions. The value of Units and the income derived from them may fall as well as rise. 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.

Unitholders have no right to request the Manager to redeem or purchase their Units for so long as the Units are listed on the SGX-ST. It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units. The past performance of LMIR Trust is not indicative of the future performance of LMIR Trust. Similarly, the past performance of the Manager is not indicative of the future performance of the Manager.

This Letter may contain forward-looking statements that involve assumptions, 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 other developments or companies, shifts in expected levels of occupancy rate, property rental income, charge out collections, changes in operating expenses (including employee wages, benefits and training costs), governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business. You are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's current view on future events.

GLOSSARY

%	: Per centum or Percentage
AGM	: The annual general meeting of Unitholders to be held by way of electronic means on Wednesday, 21 April 2021 at 10:00 a.m. Singapore Time, to approve the matters set out in the Notice of Annual General Meeting
Average Closing Price	: The average of the closing market prices of the Units over the last five Market Days, on which transactions in Units were recorded, immediately preceding the date of the Market Repurchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Repurchase, and deemed to be adjusted for any corporate action that occurs during the relevant five Market Days and the date on which the Market Repurchase(s) or, as the case may be, the date on which the offer pursuant to the Off-Market Repurchase(s), is made
CDP	: The Central Depository (Pte) Limited
Code	: The Singapore Code on Take-overs and Mergers
Companies Act	: Companies Act, Chapter 50 of Singapore
date of the making of the offer	: The date on which the Manager makes an offer for an Off-Market Repurchase, stating therein the repurchase price (which shall not be more than the Maximum Price for an Off-Market Repurchase) for each Unit and the relevant terms of the equal access scheme for effecting the Off-Market Repurchase
Directors	: Directors of the Manager
DPU	: Distribution per Unit
FY 2020	: The financial year ended 31 December 2020
FY 2020 Audited Financial Statements	: The audited consolidated financial statements of the LMIR Trust Group for FY 2020
Latest Practicable Date	: 17 March 2021, being the latest practicable date prior to the printing of this Letter
Letter	: This Letter dated 1 April 2021
Listing Manual	: The Listing Manual of the SGX-ST
Listing Rules	: The listing rules of the SGX-ST
LMIR Trust	: Lippo Malls Indonesia Retail Trust

LETTER TO UNITHOLDERS DATED 1 APRIL 2021

Manager	: LMIRT Management Ltd., in its capacity as manager of LMIR Trust
Mandate Duration	: Unless revoked or varied by Unitholders in a general meeting, the period commencing from the date on which the AGM is held and the Unit Buy-Back Mandate is approved and expiring on the earliest of the following dates: (i) the date on which the next annual general meeting of LMIR Trust is held; (ii) the date by which the next annual general meeting of LMIR Trust is required by applicable laws and regulations or the provisions of the Trust Deed to be held; or (iii) the date on which the repurchases of Units by the Manager pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated
Market Day	: A day on which the SGX-ST and/or, as the case may be, such other stock exchange for the time being on which the Units may be listed and quoted is open for trading in securities
Market Repurchases	: Repurchases of Units made by way of market repurchases
Maximum Price	: Means 105.0% of the Average Closing Price of the Units for both a Market Repurchase in accordance with Rule 884 of the Listing Manual, and an Off-Market Repurchase
NAV	: Net asset value
Off-Market Repurchases	: Repurchases of Units made by way of off-market repurchases
Ordinary Resolution	: A resolution proposed and passed as such by a majority being greater than 50.0% or more of the total number of votes cast for and against such resolution at a meeting of Unitholders convened in accordance with the provisions of the Trust Deed
Public Float	: Refers to the percentage of Units held by the public
Related Expenses	: Brokerage, stamp duty, commission, applicable goods and services tax and other related expenses
SGX-ST	: Singapore Exchange Securities Trading Limited
Substantial Unitholder	: A person with an interest in Units constituting not less than 5.0% of the total number of Units in issue

LETTER TO UNITHOLDERS DATED 1 APRIL 2021

S\$: Singapore Dollar
Trust Deed	: The trust deed dated 8 August 2007 constituting LMIR Trust, as amended, varied, or supplemented from time to time
Unit	: A unit representing an undivided interest in LMIR Trust
Unit Buy-Back	: The repurchase of Units pursuant to the Unit Buy-Back Mandate
Unit Buy-Back Mandate	: The unit buy-back mandate to be given to the Manager by way of an Ordinary Resolution in a general meeting to exercise its powers to procure the repurchases of Units for and on behalf of LMIR Trust without the prior specific approval of Unitholders at a general meeting
Unitholders	: The registered holders for the time being of a Unit, including person(s) so registered as joint holders, except where the registered holder is CDP, the term “ Unitholder ” shall, in relation to Units registered in the name of CDP, mean, where the context requires, the Depositor whose Securities Account with CDP is credited with Units

The terms “**Depositor**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Letter to any enactment is a reference to that enactment for the time being amended or re-enacted.

Any reference to a time of day in this Letter shall be a reference to Singapore time unless otherwise stated.

Any discrepancies in the tables, graphs and charts between the listed amounts and totals thereof are due to rounding. Unless otherwise stated in this Letter, figures and percentages are rounded off where applicable.