



**PT LIPPO KARAWACI Tbk
ANNUAL GENERAL MEETING OF SHAREHOLDERS
("MEETING")**

DAY/DATE : Wednesday, April 24th, 2013
TIME : 09.30 WIB until finish
PLACE : Ebony Room, Aryaduta Hotel Lippo Village
401 Boulevard Jendral Sudirman
Lippo Karawaci 1300, Tangerang 15811

MEETING AGENDA :

1. Approval and ratification of the Company's Annual Report for the fiscal year ended December 31, 2012, consisting of among others the Company's Financial Reports, including the Consolidated Balance Sheet and Statement of Income for the fiscal year ended on December 31, 2012, the Report of the Board of Commissioners on the Supervisory Tasks, and to grant full release and discharge (*Acquit et de Charge*) to all members of the Board of Directors and the Board of Commissioners of the Company;
2. Determination the use of the Company's Net Profit from the fiscal year ended on December 31, 2012;
3. Appointment a Public Accounting Firm to perform an audit of the Company's books for the fiscal year ended on December 31, 2013 and to grant the authority to the Company's Board of Directors to set the fee for the Public Accountant along with the other terms of such appointment;
4. Appointment the members of the Company's Board of Commissioners and Board of Directors, including the Independent Commissioners and to determine the hinirarium for the members of the Company's Board of Commissioners and the salary for the members of the Company's Board of Directors.
5. Approval the Report on the Realization of the Usage of 3rd Right Issue Funds as of Y2012; and
6. Approval the change in the Article of Association of the Company.

RULES OF ORDER OF THE MEETING AS FOLLOWS :

1. Meeting will be held in the Indonesian Language subject to laws and regulations in force and the Articles of Association of the Company.
2. Participants of the meeting are:

- a. The shareholders whose names are registered in the Register of Shareholders on Monday, April 8, 2013 until 16:00 Western Indonesian Time or his appointed proxy-holders, which has the right to express opinions and vote in the Meeting. The shareholders or their appointed proxy-holders present at the Meeting valid; hereinafter referred to as the Shareholders.
- b. Party invitations are not shareholders in attendance at the invitation of the Board of Directors and do not have the right to issue an opinion or vote at the Meeting, unless requested by the Chairman of the Meeting.
3. The Chairman of the Meeting is entitled to ask who attended this meeting to prove his right to be present and to make a sound.
4. All Meeting events are discussed on an ongoing basis.
5. When finished discussing each meeting agenda, the Shareholders are given the opportunity to ask questions, opinions, proposals or suggestions related to the meeting agenda discussed.
6. The Chairman of the Meeting will provide an opportunity for Shareholders to ask questions and / or express their opinions before a vote is held regarding an agenda that is related with the Meeting, with the following procedure:
 - a) Shareholders who wish to submit questions and / or express his opinion to raise their hand so that the officer can give Enquiry Form. On the form must include the names, addresses, job title, company name represents the number of shares owned or represented, as well as any questions or opinions. Sheets will be taken by the official inquiry and submitted to the Chairman of the Meeting.
 - b) Then, the Chairman of the Meeting will provide answers or responses one by one to the questions posed by the relevant Shareholders Meeting agenda is concerned, the Chairman of the Meeting may request assistance from members of the Board of Directors or any other party to answer questions posed.
7. For each meeting agenda, meeting participants were given the opportunity to do a question and answer within 10 minutes and can be extended if deemed necessary by the Chairman of the Meeting.
8. Decision-making will be done after all the questions are answered is completed and / or after the question and answer period is completed.
9. The decision will be taken based on consultation and consensus. If no agreement is reached, the decision will be taken through voting.
10. The voting is done by raising hands with the following procedure:
 - a. Each share entitles its holder to issue 1 (one) vote. If a Shareholder has more than 1 (one) share, then he is only required to provide a sound one (1) time and a voice that represents all the shares owned or represented.
 - b. For agenda 1 to 5, legitimate decision is taken by polling the affirmative vote of more than 1/2 (one half) of the total valid votes cast at the Meeting.
 - c. For agenda 6, legitimate decision is taken by the affirmative vote of voting more than 2/3 (two thirds) of the total valid votes cast by the Meeting.

The voting will be done as follows:

- (1) those who voted against were asked to raise their hands;
 - (2) those that voted for abstention (blank votes) asked to raise their hands; and
 - (3) those who do not raise their hands are considered to agree with the proposal submitted.
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- d. Abstention is considered a sound similar to the sound that is issued by the majority of Shareholders.
 - e. Invalid votes are considered non-existent and not counted in determining the number of votes cast at the Meeting.
 - f. Proxy-holders appointed by the shareholders who are authorized to vote abstained or voted against or any sound. However, when at the time of decision making by the Meeting Leader the proxy-holders do not raise their hands to vote abstained or voted against, then they deemed approved all proposals submitted.
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11. If there is a meeting participant who left the room at the time of the vote, then the concerned deemed approved all the decisions that have been taken.
 12. If there are shareholders who came after registration was closed and the number of attendance of shareholders has been reported to the Notary, then shareholders will still be allowed to attend the Meeting but not allowed to ask questions and voice is not be calculated.
 13. For smooth and orderly Meetings, Meeting participants and attendees are requested to switch off mobile phones or switch mobile phone to silent.
 14. These rules apply since the Meeting is opened by the Chairman of the Meeting until the meeting is closed by the Chairman of the Meeting.

Lippo Village, April 24th, 2013

PT Lippo Karawaci Tbk