

RHT HEALTH TRUST

(a business trust constituted on 29 July 2011 and registered on 25 September 2012
under the laws of the Republic of Singapore) managed by
RHT Health Trust Manager Pte. Ltd.

UPDATE ANNOUNCEMENT – PROPOSED ADJOURNMENT OF THE EXTRAORDINARY GENERAL MEETING IN RELATION TO THE VOLUNTARY WINDING UP OF RHT

1. BACKGROUND

RHT Health Trust Manager Pte. Ltd. (in its capacity as trustee-manager of RHT) (the "**Trustee-Manager**") refers unitholders of RHT ("**Unitholders**") to the announcement dated 8 November 2019 and the circular to Unitholders dated 8 November 2019 (the "**Circular**"), together with the notice of the extraordinary general meeting ("**Notice of EGM**") to be held on Tuesday, 3 December 2019 at 10.00 a.m. ("**EGM**") for the purpose of seeking Unitholders' approval for the proposed voluntary winding up of RHT ("**Voluntary Winding Up**").

Subsequent to the Notice of EGM and the despatch of the Circular, a judgment of the Supreme Court of India (the "**Court**") dated 15 November 2019 in the matter of Vinay Prakash Singh v. Sameer Gehlaut & Others, Contempt Petition (Civil) No. 2120 of 2018 in Special Leave Petition (Civil) No. 20417 of 2017 (the "**Contempt Proceedings**" and the judgment, the "**Judgment**") was brought to the Trustee-Manager's attention. As part of the Judgment, the Supreme Court of India has issued, among others, a notice of contempt to Fortis Healthcare Limited ("**Fortis**").

The Judgment further states that the disposal of the entire asset portfolio of RHT to Fortis on 15 January 2019, pursuant to the master purchase agreement dated 12 February 2018 (as amended from time to time) entered into between, among others, the Trustee-Manager, Fortis Global Healthcare Infrastructure Pte. Ltd. (now known as THR Infrastructure Pte. Ltd.), RHT Health Trust Services Pte. Ltd. (now known as THR Services Pte. Ltd.) and Fortis (the "**Disposal**") "*is a matter which is required to be gone into*". The Court has also stated in the Judgment that it is *prima facie* of the view that certain transactions (including the completion of the Disposal by Fortis) is in wilful disobedience of the Court's order dated 14 December 2018 read in conjunction with certain earlier orders.

The Disposal was approved by independent Unitholders at the extraordinary general meeting of RHT on 26 September 2018, with Fortis and its associates (including the Trustee-Manager, which is an indirect wholly-owned subsidiary of Fortis) having abstained from voting on the ordinary resolution relating to the Disposal. The Disposal had resulted in the disposal of the entire asset portfolio of RHT to Fortis, which included its interests in 12 clinical establishments, 4 greenfield clinical establishments, and 2 operating hospitals in India, held through RHT's then Indian subsidiaries. The adjusted gross consideration received by RHT was INR46,834 million (approximately S\$895.55 million).

2. LEGAL ADVICE SOUGHT BY THE TRUSTEE-MANAGER

In view of the Judgment, the Trustee-Manager has sought independent legal advice from Indian legal counsel on the impact of the Judgment to RHT.

In summary, Indian legal counsel has advised the Trustee-Manager that while RHT is neither a party to the Contempt Proceedings nor has it been made an alleged contemnor thereunder, (i) the EGM and the Voluntary Winding Up, and the distribution(s) to Unitholders referred to in the Circular, should not be proceeded with in the current circumstances as doing so may be viewed as being contrary to the spirit of the Judgment as well as in defiance of the authority of the Court,

exposing RHT to the risk of being joined in the Contempt Proceedings as an alleged contemnor, thereby resulting in RHT incurring additional costs and expenses, and potential liability.

3. LETTER FROM FORTIS

Fortis has also on 25 November 2019 written to the Trustee-Manager stating, among others, that:

- (a) it has *“been legally advised that, keeping in mind the proposed enquiry into the RHT Transaction¹ as part of the proposed contempt proceedings, and any order that the Hon’ble Court may be empowered to issue in this regard, it would be imperative for RHTTM to not proceed with the voluntary winding-up of RHT”*;
- (b) it is requesting that *“the voluntary winding up process be immediately revoked (including but not limited to the revocation of notice for holding of the proposed EGM to approve the voluntary winding up) which shall be in the nature of a suspension of the voluntary winding up process, or the proposed EGM for the same be adjourned till the earlier of: (a) a clarification having been received from the Hon’ble Court to specifically allow for RHTTM to proceed with the voluntary winding up process; or (b) the Hon’ble Court having disposed of the contempt proceedings”*; and
- (c) the hearing in the Contempt Proceedings are intended to commence on 3 February 2020.

4. PROPOSED MOTION FOR THE ADJOURNMENT OF THE EGM

Having regard to:

- (a) the advice from Indian legal counsel received by the Trustee-Manager on the Judgment (a summary of which is stated in Paragraph 2 above);
- (b) the request from a Unitholder that the EGM be adjourned (as set out in Paragraph 3 above); and
- (c) the priority of the Trustee-Manager to preserve the assets of RHT in the interests of Unitholders as a whole,

the Trustee-Manager is of the view that it would be in the interests of Unitholders to consider the adjournment of the EGM for the Voluntary Winding Up until such date and time when the Trustee-Manager is able to make an informed decision as to whether and how the proposed Voluntary Winding Up may be proceeded with.

Under the trust deed dated 29 July 2011 constituting RHT (as amended from time to time) (the **“Trust Deed”**), the Chairman of the EGM may with the consent of the meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place.

Accordingly, the Trustee-Manager wishes to inform Unitholders that, if a quorum is present at the Extraordinary General Meeting to be held at 10.00 a.m. on 3 December 2019 at Temasek Club, Grand Ballroom 1, Level 4, No. 131 Rifle Range Road, Singapore 588406, the Chairman of the EGM will be seeking the consent of Unitholders, by way of an ordinary resolution, for the adjournment of the EGM until such later date and time as may be determined by the Trustee-Manager (the **“Adjournment Resolution”**).

¹ This refers to the Disposal as defined in Paragraph 1 of this Announcement.

Under the Trust Deed, the Adjournment Resolution shall be decided on a show of hands unless a poll is demanded (before the declaration of the result of the show of hands) by the Chairman, by five (5) or more Unitholders having the right to vote at the EGM or by Unitholders representing not less than 10% of the total voting rights of all Unitholders having the right to vote at the EGM. However, in accordance with Rule 730A of the Listing Rules of the Mainboard of the SGX-ST ("**Listing Manual**"), the Chairman of the EGM will be demanding a poll on the Adjournment Resolution.

In the event that the Adjournment Resolution is not passed by a simple majority of the Unitholders present and voting, the EGM will proceed as planned and the extraordinary resolution as set out in the Notice of EGM relating to the proposed Voluntary Winding Up will be proposed to the Unitholders for approval.

5. CASH TRUST STATUS

RHT was deemed to be a cash trust for the purpose of Rule 1018 of the Listing Manual with effect from 15 January 2019. Pursuant to Rule 1018(2) of the Listing Manual, the SGX-ST will remove RHT from the Official List if it is unable to meet the requirements for a new listing within 12 months from the time it becomes a cash trust. In such an event, RHT may be removed from the Official List and a cash exit offer in accordance with Rule 1309 should be made to Unitholders within 6 months of the notice of delisting. As mentioned in the Circular, Rule 1308 provides that Rule 1309, which requires a reasonable exit offer to be offered to unitholders, would not have been applicable in the context of the Voluntary Winding Up.

In view of the hearing in the Contempt Proceedings being scheduled to commence only on 3 February 2020, the Trustee-Manager will be applying to the SGX-ST for an extension of time in respect of RHT's listing status.

6. SUSPENSION OF TRADING

In view of the ongoing nature of, and the uncertainty on the outcome of, the Contempt Proceedings before the Court, and its impact on the proposed Voluntary Winding Up, and with a view to maintaining a fair, orderly and transparent market, the Trustee-Manager has requested for the trading halt to be voluntarily converted into a suspension.

7. FURTHER UPDATES

The Trustee-Manager will be closely monitoring any further developments in respect of the Contempt Proceedings and matters ancillary thereto. The Trustee-Manager will make the appropriate announcement(s) on SGXNET as and when there are any material updates, including in respect of RHT's listing status.

By Order of the Board

Mr. Tan Bong Lin
Non-Executive Chairman
RHT Health Trust Manager Pte. Ltd.
(Registration Number: 201117555K)
(as trustee-manager of RHT Health Trust)

28 November 2019