# Notice of Annual General Meeting of Unitholders

**RELIGARE HEALTH TRUST**
(Registration No. 2012006)
(A business trust constituted on 29 July 2011 under the laws of the Republic of Singapore and registered under the Business Trusts Act, Chapter 31A of Singapore)

Managed by Religare Health Trust Trustee Manager Pte. Ltd.
(Company Registration No. 201117555K)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the unitholders of Religare Health Trust ("**RHT**" and unitholders of RHT, "**Unitholders**") will be held at the Singapore Management University, 81 Victoria Street, Singapore 188065, SMU Administrative Building Level 4, Function Room 4.1 – 4.2 on Thursday, 24 July 2014 at 4.00 p.m. to transact the following business:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Report of the Religare Health Trust Trustee Manager Pte. Ltd. ("**Trustee-Manager**"), Statement by the Trustee-Manager and the Audited Financial Statements of RHT and its subsidiaries for the financial year ended 31 March 2014 together with the Auditors' Report thereon.

**(Resolution 1)**

2. To re-appoint Messrs Ernst & Young LLP as auditors of RHT and to authorise the Trustee-Manager to fix their remuneration.

**(Resolution 2)**

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without any modifications:

3. PROPOSED UNIT ISSUE MANDATE

That pursuant to Clause 6.1.1 of the deed of trust dated 29 July 2011 constituting RHT, as amended and restated by an amending and restating deed dated 25 September 2012 and supplemented by a supplemental deed dated 27 September 2012 (together, the "**Trust Deed**"), Section 36 of the Business Trusts Act, Chapter 31A of Singapore (the "**BTA**") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), the Trustee-Manager, on behalf of RHT, be and is hereby authorised and empowered to:

(a) (i) issue units in RHT ("**Units**") whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Units,

at any time and upon such terms and conditions and for such purposes and to such persons as the Trustee-Manager may in its absolute discretion deem fit; and

(b) issue Units in pursuance of any Instrument made or granted by the Trustee-Manager while this Resolution is in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time such Units are issued),

# Notice of Annual General Meeting of Unitholders

provided that:

(1) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued pursuant to Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent. (50.0%) of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Units to be issued other than on a pro-rata basis to Unitholders shall not exceed twenty per cent. (20.0%) of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (2) below);

(2) subject to such manner of calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of Units that may be issued pursuant to sub-paragraph (1) above, the total number of issued Units (excluding treasury Units, if any) shall be based on the total number of issued Units (excluding treasury Units, if any) at the time of the passing of this Resolution, after adjusting for:

(i) any new Units arising from the conversion or exercise of any Instruments which are outstanding or subsisting as at the date this Ordinary Resolution is passed; and

(ii) any subsequent bonus issue, consolidation or subdivision of Units;

(3) in exercising the authority conferred by this Resolution, the Trustee-Manager shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), the BTA and the Trust Deed for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);

(4) (unless revoked or varied by the Unitholders in a general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of RHT or the date by which the next Annual General Meeting of RHT is required by applicable laws and regulations to be held, whichever is earlier;

(5) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted in the event of rights, bonus or other capitalisation issues or any other events, the Trustee-Manager is authorised to issue additional Instruments or Units pursuant to such adjustment notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the Instruments or Units are issued; and

(6) the Trustee-Manager be and is hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee-Manager may consider expedient or necessary or in the interest of RHT to give effect to the authority conferred by this Resolution. (Please see Explanatory Note)

**(Resolution 3)**

4. To transact any other business which may properly be transacted at an Annual General Meeting.

**By Order of the Board**
Religare Health Trust Trustee Manager Pte. Ltd.
as Trustee-Manager of Religare Health Trust
(Company Registration No. 201117555K)

Abdul Jabbar Bin Karam Din
Chan Poh Kuan
Joint Company Secretaries

Singapore, 4 July 2014

# Notice of Annual General Meeting of Unitholders

**Explanatory Note:**

**Resolution 3**

Resolution 3 proposed, if passed, will empower the Trustee-Manager to issue Units, make or grant Instruments convertible into Units and to issue Units pursuant to such Instruments from the date of the Annual General Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by applicable law or regulations to be held, or the date on which such authority is varied or revoked by RHT in a general meeting of the Unitholders, whichever is earliest. The aggregate number of Units to be issued pursuant to Resolution 3 (including Units to be issued in pursuance of Instruments made or granted) shall not exceed fifty per cent. (50.0%) of the total number of issued Units, of which up to twenty per cent. (20.0%) may be issued other than on a pro-rata basis (including Units to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to Unitholders.

For the purpose of determining the aggregate number of Units that may be issued, the percentage of the total number of issued Units will be calculated based on the total number of issued Units at the time the Resolution 3 in item 3 above is passed, after adjusting for (i) new Units arising from the conversion or exercise of any convertible securities and (ii) any subsequent bonus issue, consolidation or subdivision of Units.

For the avoidance of doubt, the authority to issue Units pursuant to Resolution 3 includes the issuance of Units by the Trustee-Manager to itself in the event that the Trust-Manager elects, in accordance with Clause 12.9.1 of the Trust Deed to receive all or any part of the Fees payable to the Trustee-Manager under Clause 12 of the Trust Deed (save for the inception fees referred to in Clause 12.3.2) due and payable to it in units instead of cash.

**Notes:**

(1) A Unitholder entitled to attend and vote at the Annual General Meeting 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) A corporation which is a Unitholder may, by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Unitholders and the person so authorised shall be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.

(3) The instrument appointing a proxy must be lodged at the office of the RHT's Unit Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623, not less than forty-eight (48) hours before the time fixed for the Annual General Meeting.