RELIGARE | HEALTH TRUST
Values that bind

RELIGARE HEALTH TRUST

(Registration No. 2012006)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "**EGM**") of Religare Health Trust ("**RHT**") will be held at Suntec Singapore International Convention & Exhibition Centre, Room MR 330, 1 Raffles Boulevard, Singapore 039593 on 29 July 2016 at 10.30 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of RHT to be held at 10.00 a.m. on the same day and at the same venue) for the purpose of considering and, if thought fit, passing, with or without modifications, the following ordinary resolutions:

ORDINARY RESOLUTIONS

RESOLUTION 1 – THE PROPOSED DISPOSAL OF THE RELEVANT SECURITIES TO, AND RELATED ARRANGEMENTS WITH, INTERESTED PERSONS

That:

(1) approval be and is hereby given for:

(a) the disposal of the following securities (the "**Relevant Securities**"):

(i) the disposal by Fortis Global Healthcare Infrastructure Pte Ltd ("**FGHIPL**"), a wholly-owned subsidiary of RHT, of 51.0% of the compulsorily convertible debentures ("**CCDs**") in Fortis Hospotel Limited ("**FHTL**") which are held by FGHIPL, to Fortis Healthcare Limited ("**FHL**"), on the terms and conditions set out in the CCDs Disposal Agreement (as defined in the Circular to Unitholders of RHT dated 8 July 2016 (the "**Circular**")); and

(ii) the disposal by International Hospitals Ltd ("**IHL**"), a wholly-owned subsidiary of RHT, of all of the compulsorily convertible preference shares in Escorts Heart Institute and Research Centre Limited held by IHL, to FHL, on the terms and conditions set out in the CCPS Disposal Agreement (as defined in the Circular);

(collectively, the "**Proposed Disposal**"); and

(b) the following arrangements entered into in connection with the Proposed Disposal:

(i) the amendments to FHTL CCDs Investment Agreement (as defined in the Circular), on the terms of the CCDs Amendment Agreement (as defined in the Circular);

(ii) the amendments to the FHTL Shareholders' Agreement (as defined in the Circular), on the terms of the Amended and Restated FHTL Shareholders' Agreement (as defined in the Circular);

(iii) the partial redemption of optionally convertible debentures ("**OCDs**") and payment of accrued interest under all the OCDs in IHL held by FHTL using part of the proceeds from the CCPS Disposal (as defined in the Circular), such redemption and payment amount being based on 51.0% of the total outstanding liability on the OCDs as at the date of completion, with all of the accrued interest to be paid and the remaining amount used to partially redeem the principal amount of the OCDs;

(iv) the amendments to the IHL OCD Investment Agreements (as defined in the Circular), including the amendment to provide for the waiver by FHTL of its right to convert its OCDs in IHL into equity shares of IHL, as a result of which all remaining outstanding OCDs in IHL will be deemed to be non-convertible debentures (the "**Lender NCDs**") on the terms and conditions set out in OCD Amendment Agreement (as defined in the Circular);

(v) a corporate guarantee executed by FGHIPL in favour of FHTL as security for the obligations of IHL in respect of the Lender NCDs;

(vi) the subscription by FHTL for non-convertible debentures ("**NCDs**") in Fortis Hospitals Limited ("**FHsL**"), a wholly-owned subsidiary of FHL on the terms and conditions set out in the NCDs Subscription Agreement (as defined in the Circular); and

(vii) the corporate guarantee executed by FHL in favour of FHTL as security for the obligations of FHsL in respect of the NCDs in FHsL,

as more particularly described in the Circular;

(2) approval be and is hereby given for the payment of all fees and expenses relating to or arising from the Proposed Disposal and the Related Arrangements; and

(3) the Trustee-Manager and any director of the Trustee-Manager ("**Director**") be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Trustee-Manager or such Director may consider necessary or expedient or in the interests of RHT to give effect to this resolution.

RESOLUTION 2 – THE WHITEWASH RESOLUTION

That subject to the conditions in the letter from the Securities Industry Council dated 27 April 2016 being fulfilled, the Unitholders other than the Trustee-Manager, parties acting in concert with the Trustee-Manager and parties who are not independent of the Trustee-Manager do hereby, by way of a poll, waive their rights to receive a mandatory general offer from the Trustee-Manager and parties acting in concert with it for all the Units not already owned or controlled by the Trustee-Manager and parties acting in concert with the Trustee-Manager, in the event that they incur a mandatory bid obligation pursuant to Rule 14 of the Singapore Code on Take-overs and Mergers as a result of the receipt of the Performance Fee Units (as defined in the Circular) pursuant to Clause 12 of the trust deed dated 29 July 2011 constituting RHT, as amended and restated on 25 September 2012 and supplemented on 27 September 2012.

The foregoing items of business are more fully described in the Circular.

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, 8 July 2016

IMPORTANT NOTICE

1. A Unitholder entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his/her stead at the same meeting. 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 RHT's Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for the EGM.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Trustee-Manager (or its agents or service providers) for the purpose of the processing, administration and analysis by the Trustee-Manager (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Trustee-Manager (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Trustee-Manager (or its agents or service providers), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Trustee-Manager (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify the Trustee-Manager in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.