



(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.

COMPLETION OF THE DISPOSAL OF THE ENTIRE ASSET PORTFOLIO OF RHT HEALTH TRUST (“RHT”)

1. Introduction

RHT Health Trust Manager Pte. Ltd. (in its capacity as trustee-manager of RHT) (the “**Trustee-Manager**”) refers to (a) the announcements on 13 February 2018, 24 August 2018, 1 October 2018, 30 October 2018 and 31 December 2018 in relation to the master purchase agreement dated 12 February 2018 between *inter alios*, the Trustee Manager, Fortis Global Healthcare Infrastructure Pte. Ltd. (“**FGHIPL**”) and RHT Health Trust Services Pte. Ltd. (“**RHSPL**”) and Fortis Healthcare Limited (“**Fortis**”), as from time to time amended, modified or supplemented (the “**MPA**”) in relation to the disposal of the Sale Securities to Fortis (the “**Disposal**”), (b) the circular to Unitholders dated 29 August 2018 (“**Circular**”) in relation to, *inter alia*, the disposal of RHT’s entire asset portfolio of clinical establishments and hospitals in India to Fortis, and (c) the announcement dated 26 September 2018 stating that all the resolutions put to vote at the EGM held on 26 September 2018 were duly passed.

Capitalised terms used but not defined herein shall bear the same meanings ascribed thereto in the Circular, unless the context requires otherwise.

2. Completion of the Disposal

The Trustee-Manager is pleased to announce that the Disposal was completed today. Following Completion, FHML, HEPL, IHL and EHSSHL have ceased to be subsidiaries of RHT and FHTL has ceased to be an associated company of RHT.

The adjusted gross Consideration received from Fortis in connection with the Disposal is approximately S\$895.55 million (the “**Adjusted Gross Consideration**”).

The computation for the Adjusted Gross Consideration is summarised as follows:

	INR (million)⁽¹⁾	S\$ (million)
Agreed Consideration	46,500	889.20
Less: Adjustment for not obtaining warranty and indemnity insurance	(500)	(9.60)
Add: Adjustment pursuant to the NCA Adjustments including:	834	15.95
- Settlement of an overdraft facility granted by IndusInd Bank Limited of INR 480 million		
- Net Service Fees from 1 October 2018 to 14		

	INR (million) ⁽¹⁾	S\$ (million)
January 2019 of INR 627 million ⁽²⁾ , net of withholding tax		
- Interest income accrued from FHTL CCDs from 1 October 2018 to 14 January 2019 of INR 184 million ⁽²⁾		
Adjusted Gross Consideration	46,834	895.55

Notes:

- (1) Based on the INR:SGD closing offer rate of INR52.30:SGD1.00 on 14 January 2019 pursuant to the Foreign Exchange Adjustments Amendment.
- (2) Certain amounts in respect of the Net Service Fees and interest income accrued from the FHTL CCDs were received from Fortis prior to the Completion as a result of advances received by entities in the RHT Group under the HMSAs, and were converted at INR:SGD exchange rate of INR51.95:SGD1.00

3. Payment of Special Distribution

As set out in the Circular, the Trustee-Manager would be setting aside amounts from the Adjusted Gross Consideration for (a) the payment of 33% of the Performance Fee¹ to the Trustee-Manager pursuant to RHT's existing Trust Deed in connection with the Disposal, (b) the payment of transaction costs and expenses arising from the Disposal and (c) the settlement of all the third party liabilities of the Trustee-Manager, FGHIPL and RHSP (including external debt in both Singapore and India and interest accrued thereon) ("**Relevant Liabilities**").

The Trustee-Manager wishes to announce that it intends to distribute a substantial amount of the remaining Net Proceeds (after deducting the Relevant Liabilities), which shall in any event be no less than 95% of the Net Proceeds, as Special Distribution to Unitholders. The remaining amounts of the Net Proceeds will be retained as Undistributed Proceeds to cover on-going expenses of RHT following Completion.

The amount of the Net Proceeds and Special Distribution, as well as the notice of the closure of the Transfer Books and Register of Unitholders of RHT and the payment date for the Special Distribution, will be announced separately by the Trustee-Manager after the payment and settlement of the Relevant Liabilities.

4. Rule 1018 of the Listing Manual

As RHT has ceased to have any operating business and its assets consist wholly or substantially of cash, RHT is now deemed to be a cash trust. Pursuant to the Rule 1018 Escrow Requirements (as more particularly described in the Circular), RHT would have been required to place 90% of its cash and short dated securities (including existing cash balance and the consideration arising from the disposal(s) undertaken by the issuer) in an escrow

¹ As set out in the Circular, pursuant to the Trust Deed and in connection with the Disposal, the Trustee-Manager will be entitled to receive a performance fee of 4.5% of the distributable amount determined by the Trustee-Manager to be distributed to the Unitholders for the relevant distribution period (the "**Performance Fee**") and a divestment fee of 0.5% of the Consideration ("**Divestment Fee**"). The Performance Fee, together with a base fee of 0.4% per annum of the Trust Property (as defined in the Business Trusts Act), serves as the Management Fee payable to the Trustee-Manager for the establishment and on-going management and operation of RHT. The Trustee-Manager has elected to receive (a) 33% of the Performance Fee to which it is entitled, and (b) waive its entitlement to (i) the remaining 67% of the Performance Fee, and (ii) the Divestment Fee in its entirety.

account. Notwithstanding the foregoing, the Trustee-Manager had on 3 August 2018 obtained a confirmation from the SGX-ST that RHT will not have to place any funds in an escrow account if the distribution of the Special Distribution takes place within 45 calendar days from the completion of the Disposal.

As mentioned above, the Trustee-Manager intends to distribute a substantial amount of the remaining Net Proceeds (after deducting the Relevant Liabilities), which shall in any event be no less than 95% of the Net Proceeds, as Special Distribution to Unitholders, and which will be distributed within 45 calendar days from the completion of the Disposal in accordance with the requirements of the SGX-ST.

The Undistributed Proceeds will be retained by the Trustee-Manager to cover on-going expenses following Completion, and the Trustee-Manager is considering various options available for RHT, including identifying any possible new business for RHT which is able to satisfy the SGX-ST's requirements for a new listing, or the winding up of RHT and distribution of any remaining cash after deducting any expenses incurred therefrom to the Unitholders.

Unitholders should note that 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. The Trustee-Manager may apply to the SGX-ST for a maximum six-month extension to the 12-month period if it has already signed a definitive agreement for the acquisition of a new business, of which the acquisition must be completed in the six-month extension period. The extension is subject to RHT providing information to investors on its progress in meeting key milestones in the transaction. In the event RHT is unable to meet its milestones, or complete the relevant acquisition despite the extension granted, no further extension will be granted and RHT will be required to delist and a cash exit offer in accordance with Rule 1309 of the Listing Manual be made to its Unitholders within six months.

Pursuant to Rule 1018(1)(b) of the Listing Manual, the Trustee-Manager will announce monthly reports of its net assets and utilisation of cash and provide quarterly updates of milestones in obtaining a new business (if any) via SGXNET.

5. Continued trading of the Units on the SGX-ST

5.1 Approval for Continued Trading by the SGX-ST

As set out in the Circular, the SGX-ST had on 3 August 2018 granted conditional Approval for Continued Trading.

The Approval for Continued Trading is subject to the following conditions:

- (a) compliance with the SGX-ST's continued listing requirements;
- (b) the submission of contractual undertakings from the Trustee-Manager, Directors and chief executive officer of the Trustee-Manager, Controlling Unitholders and their associates to observe a moratorium on the transfer or disposal of all their interests, direct or indirect, in the securities of RHT as required under Rules 1018(1)(c) and (d) of the Listing Manual;

- (c) the submission of a confirmation from the Trustee-Manager that the moratorium referred to in paragraph (b) above has been put in place and to announce this confirmation on SGXNET;
- (d) upon the completion of the Disposal, the Trustee-Manager providing via SGXNET prompt update(s) of the distribution date of the Special Distribution to the Unitholders; and
- (e) the Trustee-Manager disclosing via SGXNET the monthly valuation of its assets and utilisation of cash and quarterly updates of milestones in obtaining a new business as required under Rule 1018(1)(b) of the Listing Manual.

5.2 Rule 1018 Moratorium Undertakings

In relation to the condition in Paragraph 5.1(b) above, the Trustee-Manager wishes to announce that it has obtained the Rule 1018 Moratorium Undertakings from each of Mr Gurpreet Singh Dhillon (Executive Director and Chief Executive Officer) and Mr Sydney Michael Hwang (Independent Director) and the Controlling Unitholder, namely Fortis, and its wholly-owned subsidiaries, FHIL and the Trustee-Manager (in its personal capacity) (each, a **"Moratorium Covenantor"**) pursuant to which, subject to certain exceptions set out therein, each of them agrees, among others, to observe a moratorium on the transfer or disposal of their respective interests, direct and indirect, in RHT, commencing from the date of the EGM and continuing up to and including the earliest of the following:

- (a) the later of (i) the completion date of the acquisition of a new business by RHT which is able to satisfy the SGX-ST's requirements for a new listing (**"Acquisition"**) and (ii) (where applicable) the end of the relevant moratorium requirements under Chapter 2 of the Listing Manual where such moratorium requirements are imposed on the relevant Moratorium Covenantor in relation to the Acquisition;
- (b) the completion of a voluntary winding-up of RHT;
- (c) the delisting of RHT by the SGX-ST; or
- (d) RHT retaining its current significant assets and operations due to the termination of the MPA in accordance with its terms and not entering into any disposal agreements which will result in RHT being deemed as a cash trust.

5.3 TM Waiver

In relation to the Rule 1018 Moratorium Undertaking given by the Trustee-Manager (in its personal capacity), the Trustee-Manager (in its personal capacity) had applied to the SGX-ST for a carve-out (**"TM Waiver"**) in the Rule 1018 Moratorium Undertaking in respect of 20,600,000 Units representing 2.53% of the total number of issued Units (**"Charged TM Units"**) which are presently charged in favour of Maybank Kim Eng Securities Pte. Ltd. (**"MKES"**) under a financing arrangement (**"MKES Financing"**). The Trustee-Manager (in its personal capacity) holds, in aggregate, 21,711,000 Units (including the Charged TM Units), representing 2.68% of the total number of issued Units (**"TM Units"**). The TM Waiver was sought by the Trustee-Manager (in its personal capacity) on the basis that the MKES Financing will be repaid in full after (a) the Trustee-Manager (in its personal capacity) receives 33% of the Performance Fee from the Disposal; and (b) the Special Distribution is received in respect of the TM Units. Following the repayment of the MKES Financing, the TM Waiver in

respect of the Charged TM Units will cease to apply and the Rule 1018 Moratorium Undertaking will apply equally to the Charged TM Units. The SGX-ST had on 14 January 2019 granted the TM Waiver subject to, *inter alia*, the following conditions:

- (i) the Trustee-Manager announcing the TM Waiver granted, the reasons for seeking the Waiver, the conditions as required under Mainboard Listing Rule 107 and if the TM Waiver conditions have been satisfied;
- (ii) submission by the Trustee-Manager of a written confirmation on the number of Charged TM Units and an undertaking to repay the MKES Financing in full after (1) the Trustee-Manager receives the agreed 33% of the Performance Fee from the Disposal and (2) the Special Distribution is received in respect of the TM Units;
- (iii) confirmation by the Trustee-Manager that if any of the Charged TM Units are enforced against by MKES, an appropriate announcement on SGXNET will be made as soon as possible after the Trustee-Manager is made aware of this; and
- (iv) (1) confirmation from a third party professional of the Trustee-Manager on the latest cash and cash equivalents and available for sale assets of the Trustee-Manager, excluding the TM Units ("**Amount**") based on its latest available balance sheet; and (2) confirmation from the Trustee-Manager that the outstanding amount under the MKES Financing exceeds the Amount.

As at 15 January 2019, the foregoing conditions of the TM Waiver have been satisfied.

5.4 **Fortis Waiver**

In relation to the Rule 1018 Moratorium Undertakings from Fortis and its wholly-owned subsidiary, FHIL, the Trustee-Manager understands that Fortis had applied to the SGX-ST for a carve-out ("**Fortis Waiver**") in respect of Units held by its wholly-owned subsidiary FHIL, which are presently pledged as security to DB International Trust (Singapore) Limited (as security trustee) ("**FHIL Pledge**", and such Units subject to the FHIL Pledge, the "**FHIL Units**") for a facility obtained by Fortis from Barclays Bank PLC ("**Fortis Facility**"). The Fortis Waiver was sought by Fortis on the basis that the Fortis Facility was repaid in full on 3 December 2018 and there are no outstanding liabilities in respect of which the FHIL Pledge may be enforced against and the process to discharge the FHIL Pledge is an administrative process which is currently in progress and is expected to be completed shortly after the completion of the Disposal. Once the FHIL Pledge is discharged, the Fortis Waiver will cease to apply and the Rule 1018 Moratorium Undertaking will apply to the FHIL Units. The SGX-ST had on 14 January 2019 granted the Fortis Waiver subject to, *inter alia*, the following conditions:

- (a) the Trustee-Manager announcing the Fortis Waiver granted, the reasons for seeking the Waiver, the conditions as required under Mainboard Listing Rule 107 and if the Fortis Waiver conditions have been satisfied;
- (b) submission by Fortis of a confirmation from Barclays Bank PLC that all amounts outstanding under the Fortis Facility has been repaid and there are no dues pending under the Fortis Facility; and
- (c) submission of a moratorium undertaking from Fortis with respect to the FHIL Units which will be moratorised immediately upon the discharge of the FHIL Pledge.

As at 15 January 2019, the foregoing conditions of the Fortis Waiver have been satisfied.

5.5 Other conditions of the Approval for Continued Trading

In connection with the condition in Paragraph 5.1(c) above, the Trustee-Manager has submitted a confirmation to the SGX-ST that the Rule 1018 Moratorium Undertakings have been obtained from the aforementioned parties, subject to the TM Waiver and the Fortis Waiver.

In relation to the conditions in Paragraphs 5.1 (a), (d) and (e) above, the Trustee-Manager will take the necessary steps to ensure compliance with such conditions for the Approval for Continued Trading.

6. Further Announcements

The Trustee-Manager will make further announcements, in compliance with the requirements of the Listing Manual, when there are further developments on the matters contemplated by this Announcement. Unitholders should consult their stock brokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

By Order of the Board

RHT Health Trust Manager Pte. Ltd.

(Registration Number: 201117555K)

(as trustee-manager of RHT Health Trust)

Gurpreet Singh Dhillon

Chief Executive Officer and Executive Director

15 January 2019