OTHERS Internal Reorganisation of Group Structure

IHH HEALTHCARE BERHAD

Type	Announcement
Subject	OTHERS
Description	Internal Reorganisation of Group Structure

Please refer attachment below.

Attachments

3_Internal Reorganisation of Group Structure (Restructuring of Bodrum Clinics).pdf
62.8 kB

Announcement Info

Company Name	IHH HEALTHCARE BERHAD
Stock Name	IHH
Date Announced	03 Nov 2017
Category	General Announcement for PLC
Reference Number	GA1-03112017-00053

IHH Healthcare Berhad

Company No. 901914-V
(Incorporated in Malaysia)

IHH HEALTHCARE BERHAD ("IHH" OR THE "COMPANY")

Type	:	General Announcement
Subject	:	Others
Description	:	Internal Reorganisation of Group Structure

Pursuant to Paragraph 9.19(5) and 9.19(24) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and as part of the internal reorganisation of the IHH Healthcare Berhad ("**IHH**") Group structure, the Board of Directors of IHH wishes to announce the following restructuring of three (3) 60%-owned subsidiaries of Acibadem Poliklinikleri A.S. ("**POL**"), which in turn is an indirect subsidiary of IHH:

(1) Disposal of SESU Ozel Saglik Hizmetleri Tibbi Malzemeler ve Ticaret A.S. ("**SESU**");

(2) Acquisition of the remaining 40% equity interest in Medlife Clinic Ambulance ve Ozel Saglik Hizmetleri Ithalat ve Ihracat A.S. ("**Medlife**") and subsequent merger with POL; and

(3) Acquisition of the remaining 40% equity interest in Ozel Turgutreis Poliklinik Hizmetleri Ticaret A.S. ("**T.Reis**") and subsequent merger with POL.

(collectively referred to as "**Internal Reorganisation**")

<u>Details of the Internal Reorganisation</u>

(1) <u>Disposal of SESU</u>

POL had on 1 November 2017 disposed 60% equity interest in SESU, a private limited company incorporated in Turkey, to Ali Suat Gulluoglu ("**Buyer**") ("**Disposal**") which was satisfied in the following manner:

(a) By cash amounting to TL1.7 million (equivalent to RM1,884,960[1]); and
(b) Via share swap with the Buyer for his 30.10% equity interest in Medlife.

Following the Disposal, SESU ceased to be a subsidiary of POL.

(2) Acquisition of the remaining 40% equity interest in Medlife and subsequent merger with POL

POL had on 1 November 2017 acquired the remaining 40% equity interest in Medlife, a private limited company incorporated in Turkey, comprising 210,000 shares from the Buyer (30.10% equity interest) and Metin Oktay Subasi (9.90% equity interest) ("**Acquisition of Medlife**").

The purchase consideration for the Acquisition of Medlife was satisfied via share swap with the Buyer in exchange for the 60% equity interest in SESU held by POL. The 9.90% equity interest in Medlife held by Metin Oktay Subasi was transferred to POL at no cost.

Post completion of the Acquisition of Medlife, Medlife will be merged with POL ("**Merger 1**").

The effective date of Merger 1 will take place at a later date and an announcement on the same will be made accordingly. Following Merger 1, all assets and liabilities of Medlife will be transferred to POL and Medlife will subsequently be dissolved.

(3) Acquisition of the remaining 40% equity interest in T.Reis and subsequent merger with POL

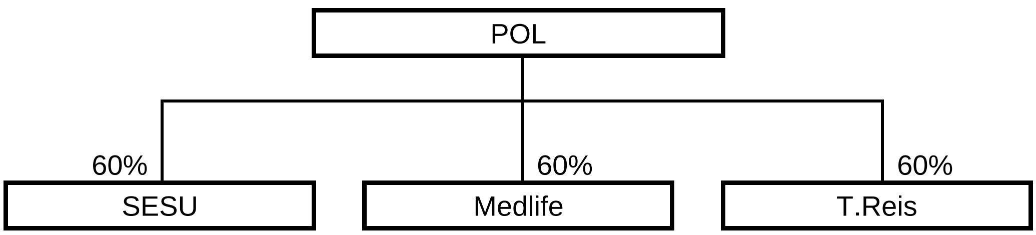
POL had on 1 November 2017 acquired the remaining 40% equity interest in T.Reis, a private limited company incorporated in Turkey, comprising 20,000 shares from the Buyer (0.002% equity interest) and Ozgur Bayindir (39.998% equity interest) at no cost ("**Acquisition of T.Reis**").

Post completion of the Acquisition of T.Reis, T.Reis will be merged with POL ("**Merger 2**").

The effective date of Merger 2 will take place at a later date and an announcement on the same will be made accordingly. Following Merger 2, all assets and liabilities of T.Reis will be transferred to POL and T.Reis will subsequently be dissolved.

Below are the diagrams showing the corporate structure pre and post the Internal Reorganisation:

Pre-Internal Reorganisation



Post Internal Reorganisation

Rationale of the Internal Reorganisation

The Internal Reorganisation was undertaken in order to streamline the Acibadem group structure and management.

Effects of the Internal Reorganisation

The Internal Reorganisation will not have any effect on IHH's issued share capital and substantial shareholders' shareholdings. There shall be no material effect on the earnings, net assets or gearing of IHH for the financial year ending 31 December 2017.

None of the directors and/or major shareholders of IHH or persons connected to them, has any interest, whether direct or indirect, in the Internal Reorganisation.

---

[1] Based on the exchange rate of TL1.00 : RM1.1088 on 1 November 2017 as set out in the Exchange Rates UK website, subject to rounding.