

## CAPITOL HEALTH LIMITED

### Share Purchase Plan

Eligible Shareholders may purchase parcels of  
shares up to the value of \$15,000

CAPITOLHEALTH  
LIMITED

CAPITOL HEALTH LIMITED ABN 84 117 391 812

This is an important document that requires your attention

20 January 2015

Dear Shareholder,

**INVITATION TO PARTICIPATE IN SHARE PURCHASE PLAN**

Capitol Health Limited ("**Company**") is pleased to present to you the opportunity to increase your investment in the Company through an offer of shares under the Company's Share Purchase Plan ("**SPP**").

As announced on 13 January 2015, the Company has entered a binding agreement to acquire Imaging @ Olympic Park ("**IOP**"). The acquisition places an Enterprise Value of \$25 million on IOP, on a cash-free, debt-free basis, and will be funded through a combination of debt facilities and the proceeds of the SPP.

**The Offer**

The SPP is offered exclusively to all eligible shareholders who were recorded on the Company register at 7:00 p.m. (Melbourne time) on Monday 12 January 2015.

It provides shareholders with an opportunity to buy a parcel of new shares in the Company with no brokerage or transaction costs, irrespective of the size of their shareholding, up to a maximum value of \$15,000.

The offer price is \$0.766 per share. The minimum application amount is \$1,000 and the maximum is \$15,000. The offer price of \$0.766 per share represents a 7.5% discount to the volume weighted average market price of the Company's shares on the ASX calculated over the last 5 days on which sales were recorded before the date of announcement of the SPP.

Capitol Health Limited reserves its right to scale back applications under the SPP if total demand under the SPP exceeds \$15 million.

Participation in the SPP is optional and the right to participate is not transferable. The offer to participate in the SPP closes at 5.00 p.m. (WST) on Friday 6 February 2015.

Full details on the SPP and how to participate are contained in the documents attached. To apply for a parcel of shares please read these documents carefully and follow the instructions on the enclosed personalised application form.

Your continuing support as a shareholder of Capitol Health Limited is appreciated.

Yours sincerely,

**Andrew Demetriou**  
Chairman

Capitol Health Limited

Level 3, 81 Lorimer Street Docklands 3008  
All correspondence to: PO Box 836 Port Melbourne VIC 3207  
Tel: (03) 9348 3333 Fax: (03) 9646 2260

## THE OFFER AT A GLANCE

### Key Dates\*

Date	Details
12 January 2015	<b>Record Date 7:00 p.m. (EDST)</b> The date on which Capitol Health Limited determined eligible shareholders.
13 January 2015	<b>Announcement Date</b> The date the SPP was announced to ASX.
20 January 2015	<b>Despatch of Offer Documents to Shareholders and Opening Date</b> The date the SPP opens and Offer documents are sent to shareholders.
6 February 2015	<b>Closing Date</b> The date on which the SPP closes. Applications and payments (including BPAY) must be received by 5:00 p.m. (WST).
13 February 2015	<b>Allotment Date</b> The date shares are allotted.
16 February 2015	<b>Despatch Date</b> The date on which holding statements are sent to shareholders.
16 February 2015	<b>Share Trading Date</b> The date on which it is expected that shares will commence trading on the ASX.

\* *Capitol Health Limited has the discretion to alter Key Dates other than the Record Date.*

### Offer Details

Please note the maximum application amount per shareholder is \$15,000. The following table sets out the alternative amounts shareholders may apply for under the SPP Offer:

Investment Amount	No. of Shares at \$0.766	Note
\$1,000	1,306	Minimum Application Amount
\$2,000	2,611	Alternate Application Amount
\$5,000	6,528	Alternate Application Amount
\$10,000	13,055	Alternate Application Amount
\$15,000	19,583	Maximum Application Amount

## Questions and Answers

### 1. What is the Share Purchase Plan?

The Share Purchase Plan (**SPP**) is an opportunity for eligible shareholders to purchase additional ordinary fully paid shares in the Company (**New Shares**) at a discount to the market price without brokerage and transaction costs.

All New Shares issued to you under the SPP will rank equally with your existing shares and will carry the same voting rights and other entitlements.

### 2. What is the Issue Price of the New Shares?

The issue price is \$0.766 per New Share. This price represents a 7.5% discount to the volume weighted average market price of the Company's shares on the ASX calculated over the last 5 days on which sales were recorded before the Announcement Date on 13 January 2015. You should note that the market price of the Company's shares may rise or fall between the date of this offer and the date the New Shares are allotted under the SPP. This means that the issue price may be higher, equal or lower than the price of the shares traded on ASX at the time the New Shares applied for under the SPP are allotted and issued.

### 3. How many New Shares can I apply for under the SPP?

Regardless of the number of shares you currently own, you are entitled to apply for a parcel of New Shares in the Company valued at either \$1,000, \$2,000, \$5,000, \$10,000 or \$15,000. You may only apply for one of these parcels.

If you hold shares in more than one capacity (for example you are both a joint holder and a sole holder), the maximum amount you can apply for under the SPP in all capacities is \$15,000.

**By applying to purchase New Shares under the SPP, you will have agreed to be bound by the terms and conditions of the SPP as set out in this offer document.**

### 4. How do I apply for New Shares under the SPP?

If you wish to participate in the SPP, please follow the instructions set out on the enclosed personalised application form and send this form, together with your cheque or money order made payable to "Capitol Health Ltd", to:

Computershare Investor Services Pty Limited  
GPO BOX 505  
Melbourne Victoria 3001 Australia

**Alternatively, you can make a BPAY payment** as shown on the application form. Provided you are not a Custodian, you can make a payment by BPAY if you have an Australian bank account enabled for this purpose. *BPAY customers must use the customer reference number shown on the Application Form which is required to identify your holding.* If you make a BPay payment you are *not* required to return your application form.

If you wish to participate you should ensure that your **application form and payment is received by no later than 5:00 p.m. (WST) on Friday 6 February 2015.**

Please allow adequate time for mail deliveries.

You will not be able to withdraw or revoke your application once you have sent us the completed application form and payment.

5. [How long is the SPP offer open for?](#)

The SPP opens on Tuesday 20 January 2015 and is expected to close on Friday 6 February 2015.

If you wish to participate you should ensure that your **application form and payment is received by no later than 5:00 p.m. (WST) on Friday 6 February 2015.**

6. [Do I have to participate in the SPP?](#)

Participation in the SPP is voluntary.

Before you apply for New Shares we recommend you seek independent financial advice from your professional advisor or stockbroker.

7. [Further assistance](#)

If you have any questions in relation to the SPP please contact your professional advisor or stockbroker.

If you require information on how to complete the application form please contact the Company's share registry on 1300 653 342.

# Capitol Health Ltd Share Purchase Plan

## Terms and Conditions

**This document sets out the terms and conditions of the offer under the Share Purchase Plan.**

### Purpose

The purpose of the Share Purchase Plan (**SPP**) is to offer shareholders of Capitol Health Ltd *ABN 84 117 391 812* (**Company**) the opportunity to acquire additional fully paid ordinary shares in the Company (**New Shares**) up to a maximum value of \$15,000 in any 12 month period at a discount to the market price of the Company's shares on the financial market operated by ASX Limited (**ASX**) without the need to pay brokerage or transaction costs and without the need for the Company to issue a Prospectus, upon such terms and conditions as the board of Capitol Health Ltd in its absolute discretion sees fit.

### Shareholder Eligibility to Participate

Participation in the SPP is open to each person registered as a holder of ordinary shares in the Company on 12 January 2015 (**Record Date**), who has an address in Australia or New Zealand (**Eligible Shareholders**).

Due to foreign security laws, it is not practical for shareholders who are resident in other countries to participate under the SPP.

Participation in the SPP is optional and is subject to these terms and conditions. Offers made under the SPP are non-renounceable (i.e. Eligible Shareholders may not transfer their rights to New Shares offered under the SPP).

Joint shareholders are taken to be a single registered holding for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP, those joint holders may only apply for an aggregate maximum parcel of shares between any joint or individual holdings.

If you are a Custodian and are the registered holder of shares on behalf of one or more persons (each a **Beneficiary**), the offer is made to you and you have the discretion whether to extend the offer to the Beneficiaries. Custodians must request a Custodian Certificate when making an application on behalf of Beneficiaries. To request a Custodian Certificate or further information about the Custodian application process, you should contact the Company's share

registry. Applications received from Custodians must be accompanied by a duly completed and signed Custodian Certificate.

If you hold shares as a trustee or nominee for another person, but are not a "Custodian" as defined in ASIC Class Order 09/425, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holders apply.

By electing to participate in the SPP, the shareholder shall be deemed to have certified that the aggregated maximum amount subscribed for under the SPP does not exceed \$15,000. Furthermore shareholders will be deemed to have confirmed, in relation to all New Shares applied for by them under the SPP, that they do not make application for any other person in circumstances which might involve any breach of securities law of any jurisdiction other than Australia and New Zealand and have agreed to be bound by Capitol Health Ltd's Constitution in respect of all the New Shares issued to them under the SPP.

### Issue Price

The price of shares to be issued under the SPP will be \$0.766 per New Share.

The market price of shares in Capitol Health Ltd may rise or fall between the date of this offer and the date that New Shares are issued to you. This means that the issue price may be higher, equal or lower than the price of the shares traded on ASX at the time the New Shares applied for under the SPP are issued and allotted.

### Application and Notices

At the discretion of the directors of the Company, Eligible Shareholders will be sent a letter of offer, terms and conditions and an application form, inviting them to subscribe for New Shares under the SPP.

Eligible Shareholders may apply to purchase a parcel of shares under the SPP valued at either \$1,000, \$2,000, \$5,000, \$10,000 or \$15,000.

If you wish to participate in the SPP you must complete the attached personalised application form and provide payment in accordance with the instructions set out on the application form.

Applications for New Shares under the SPP offer will not be accepted after 6 February 2015 (**Closing Date**).

The Company reserves the right to reject any application where there is non-compliance with this rule or any other terms or conditions of the SPP.

Oversubscriptions or refunds of other application monies will be without interest.

#### **Scaleback**

If applications for more than \$15 million are received, the Company may in its absolute discretion undertake a scaleback to the extent and in the manner it sees fit. Any scaleback will be announced on 13 February 2015 (Allotment Date).

#### **New Shares Issued under the SPP**

New Shares issued under the SPP will rank equally in all respects with all other ordinary fully paid shares in the Company from the date of issue.

Shareholder holding statements and/or CHES notification will be issued in respect of all New Shares.

The Company will issue New Shares on the Allotment Date and will apply for those New Shares to be quoted on the ASX.

#### **Modification and Termination of the SPP**

Capitol Health Ltd may modify or terminate the SPP at any time.

The Company will notify ASX of any modification to, or termination of the SPP. The omission to give notice of any modification to, or termination of, the SPP or the failure of ASX to receive such notice will not invalidate the modification or termination.

#### **Dispute Resolution**

Capitol Health Ltd may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to any participant or application, and the decision of Capitol Health Ltd will be conclusive and binding on all participants and other persons to whom the determination relates.

Capitol Health Ltd reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of Capitol Health Ltd under these conditions may be exercised by the directors of the Company or any delegate of the directors of the Company.

#### **ASIC & ASX Relief**

This offer of New Shares under the SPP is made in accordance with the relief granted under ASIC Class Order 09/425. This class order grants relief from the requirement to prepare a prospectus for the offer of New Shares under the SPP.

#### **Contact Details**

If you have any questions regarding the SPP or how to deal with this offer, please contact your professional advisor or stockbroker.

If you require information on how to complete the application form, please contact the Company's share registry on 1300 653 342.

# CAPITOL HEALTH LIMITED

ABN 84 117 391 812

## For all enquiries:

### Phone:



(within Australia) 1300 653 342

(outside Australia) +61 3 9415 4000

000001 000 CAJ  
MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

## Make your payment:



See overleaf for details of the Offer and how to make your payment

## Application Form

### Your payment must be received by 5:00pm (WST) 6 February 2015

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Capitol Health Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Capitol Health Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the New Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment, does not exceed \$15,000.

Capitol Health Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Capitol Health Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Capitol Health Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Capitol Health Limited does not notify you of that event.

### Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

### Step 2: Make Your Payment

Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Choose one of the payment methods shown below.

**BPAY®:** See overleaf. Do not return the payment slip with BPAY payment.

**By Mail:** Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Capitol Health Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Capitol Health Limited Application Form  
Payment must be received by 5:00pm (WST) 6 February 2015

© Registered to BPAY Pty Limited ABN 69 079 137 518

**Turn over for details of the Offer →**




# Application Form

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**STEP 1****Registration Name & Offer Details**

Registration Name: MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

 For your security keep your SRN/  
HIN confidential.

Entitlement No: 12345678

Offer Details: Record date: **12 January 2015**

Minimum value available to purchase: **\$1,000**

Maximum value available to purchase: **\$15,000**

**STEP 2****Make Your Payment**

Billers Code: 9999999  
Ref No: 1234 5678 9123 4567 89

**Pay by Mail:**

Make your cheque, bank draft or money order payable to "**Capitol Health Limited**" and cross "**Not Negotiable**".

Return your cheque with the below payment slip to:

**Computershare Investor Services Pty Limited**  
**GPO BOX 505 Melbourne Victoria 3001 Australia**

Contact your financial institution to make your payment from your cheque or savings account.

**Lodgement of Acceptance**

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (WST) 6 February 2015. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Capitol Health Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (WST) 6 February 2015. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor the Capitol Health Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

**Privacy Notice**

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing [privacy@computershare.com.au](mailto:privacy@computershare.com.au). We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here

**Purchase Details for Capitol Health Limited (choose one option)**

☐ \$1,000 (1,306 New Shares) OR ☐ \$2,000 (2,611 New Shares) OR ☐ \$5,000 (6,528 New Shares)

☐ \$10,000 (13,055 New Shares) OR ☐ \$15,000 (19,583 New Shares)



Entitlement No: 12345678

**Payment must be received by 5:00pm (WST) 6 February 2015**

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

**Contact Details**

Contact Name \_\_\_\_\_ Daytime Telephone \_\_\_\_\_

**Cheque Details**

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$

123456789123456789+0000000001-3051+14