



14 June 2017

Orion Health Rights Offer Opens

On 30 May 2017, Orion Health Group Limited (OHE:NZX/ASX) announced it is undertaking a NZ\$32m Rights Offer. All eligible shareholders will be able to subscribe for new shares at NZ\$0.90 (A\$0.85) on a 2 for 9 basis.

The Rights Offer opens at 10.00am (NZ time) today and closes at 7.00pm (NZ time) on Thursday 29 June 2017. Please read the Offer Document for the Rights Offer carefully before applying for new shares.

The attached materials will be despatched today in relation to the Rights Offer:

- a) a notice to be sent by email to each shareholder with a registered address in New Zealand or Australia who has elected to receive electronic communications from Orion Health; and
- b) a notice to be sent by post, or by email to those shareholders who have elected to receive electronic communications from Orion Health, to each shareholder who is an ineligible shareholder.

ENDS



From: Orion Health Group Limited [mailto:no_return@linkinvestorservices.co.nz]

Sent: Wednesday, 14 June 2017

To:

Subject: Orion Health Rights Offer - Apply now

Dear shareholder

On 30 May 2017, Orion Health Group Limited (**Orion Health**) announced its intention to raise approximately NZ\$32 million of new equity from existing Shareholders through a pro-rata Rights Offer (the **Offer**).

The Offer is now open and the Offer Document has been made available on orionhealthshareoffer.co.nz. Please read the Offer Document carefully before applying for new shares.

Under the Offer, you are entitled to acquire 2 new shares for every 9 existing shares held as at 7.00pm (NZ time) on the record date of 8 June 2017 (**Record Date**), at an application price of NZ\$0.90 per new share (or A\$0.85 for shareholders with a registered address in Australia on the Record Date). You can check the current share price at www.nzx.com under the ticker "OHE".

You can complete your application online by clicking [here](#) and following the prompts. To apply online, you will require your Holder Number and Entitlement Number that can be found on the attached personalised Acceptance Form. You will receive a confirmation once you have completed your online application.

Alternatively, attached to email is your personalised Acceptance Form setting out the details of your rights entitlement. You can apply by printing and returning your completed Acceptance Form and payment to the Registrar in accordance with the instructions on the Acceptance Form.

Applications for new shares must be received by 7.00pm (NZ time) on 29 June 2017 in order to be accepted.

On behalf of Orion Health, I welcome your participation in the Offer.

Regards

Andrew Ferrier
Chairman

The offer of shares in Orion Health Group Limited is made on the terms and conditions set out in the Offer Document dated 7 June 2017. Applications for shares must be made on the personalised acceptance form accompanying this email or through the online application process at www.orionhealthshareoffer.co.nz. This email is not for distribution or release in the United States and may not be forwarded to any person (or otherwise reproduced in any manner) in the United States or any other jurisdiction outside New Zealand or Australia (including to any person acting for the account or benefit of a person in the United States) except to the extent permitted in the Offer Document or as Orion Health may otherwise determine in compliance with applicable laws. Any forwarding or other distribution of this email in whole or in part may result in a violation of relevant securities laws. This email does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. In particular, the new shares have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States.



14 June 2017

Dear shareholder,

Orion Health Rights Offer – Notification to Ineligible Shareholders

On 30 May 2017, Orion Health Group Limited (**Orion Health**) announced that it would conduct a fully underwritten pro-rata renounceable rights offer to eligible shareholders to subscribe for two new fully paid ordinary shares in Orion Health (**New Shares**) for every nine existing fully paid ordinary shares in Orion Health (**Existing Shares**) held at 7.00pm (NZ time) on 8 June 2017 (**Record Date**) at an offer price of NZ\$0.90 per New Share, or for eligible Australian shareholders, A\$0.85 per New Share (**Offer**) to raise approximately NZ\$32 million.

This letter is to inform you about the Offer and explain why you are not able to subscribe for New Shares under the Offer.

This letter is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares. **You are not required to do anything in response to this letter.**

The Offer is underwritten by First NZ Capital Securities Limited (**Underwriter**) and comprises an offer to certain eligible shareholders. The Offer opens at 10.00am (NZ time) on 14 June 2017 and closes at 7.00pm (NZ time) on 29 June 2017.

The Offer is being made by Orion Health pursuant to the exclusion in clause 19 of schedule 1 of the *New Zealand Financial Markets Conduct Act 2013* and pursuant to section 708AA of the *Australian Corporations Act 2011* (Cth) (as notionally modified by ASIC Instruments 2016/84 and 15-0947), meaning that no prospectus, product disclosure statement or other disclosure document needs to be prepared in relation to the Offer.

Further details of the terms of the Offer are set out in the Offer Document dated 7 June 2017 released by Orion Health on the NZX and ASX on that date (**Offer Document**).

No action has been or will be taken to register, qualify or otherwise permit a public offering of the New Shares in any jurisdiction outside New Zealand and Australia. In particular, the Offer Document is not for distribution in the United States. The Rights (as defined below) and New Shares have not been and will not be registered under the *US Securities Act of 1933* (**US Securities Act**) or the securities laws of any state of the United States and may not be offered or sold in the United States or to, or for the account or benefit of, persons in the United States, except in transactions exempt from or not subject to the registration requirements of the US Securities Act and application state securities laws.

Under the terms of the Offer, you are an **Ineligible Shareholder** (as defined below) and, accordingly, you are not eligible to subscribe for New Shares nor will you be sent a copy of the Offer Document. The rights issued in respect of the Existing Shares you hold on the Record Date will be transferred to a nominee, along with those of other Ineligible Shareholders, who will endeavour to sell them during the Rights trading period on the NZX Main Board. Any proceeds (less transaction costs of 0.5%) will be paid to Ineligible Shareholders on a pro-rata basis. However, there is no guarantee that any value will be received from the sale of such Rights.

Who is eligible to participate in the Offer?

The Offer involves an offer to Orion Health shareholders as at 7.00pm (NZ time) on the Record Date who:



- a. have a registered address in New Zealand or Australia; or
- b. are an Eligible Institutional Shareholder (as defined below),

and in any case who is not in the United States of America and not acting for the account or benefit of a person in the United States of America (**Eligible Shareholders**).

An Eligible Institutional Shareholder is an Orion Health shareholder who, as at 7.00pm (NZ time) on the Record Date:

- a. has a registered address in Hong Kong who Orion Health considers is a “professional investor” as defined in the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong; or
- b. has a registered address in Singapore who Orion Health considers is an “institutional investor” or “relevant person” as defined in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore; or
- c. to whom Orion Health, in its sole discretion, is satisfied that the Offer may be made without the need for any registration, lodgement or other formality (other than a formality with which Orion Health is willing to comply).

Why am I not eligible to participate in the Offer?

Under the terms of the Offer, shareholders of Orion Health that are not Eligible Shareholders (**Ineligible Shareholders**) are ineligible to take up Rights to subscribe for New Shares under the Offer.

The restrictions upon eligibility are due to legal limitations in some countries, the relatively small number of shareholders there, the small number and value of Existing Shares they hold and the potential cost of complying with regulatory requirements in those countries.

Orion Health has determined that it would be unduly onerous and unreasonable to make the Offer to shareholders resident in any country outside of New Zealand, Australia or the other stated jurisdictions above having regard to the relatively small number of shareholders, the small number and value of Existing Shares they hold and the potential cost of complying with regulatory requirements.

While this Offer is not available to you, I would like to thank you for your continuing support.

Yours sincerely
Andrew Ferrier
Chairman
Orion Health Group Limited