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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Republic Healthcare Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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The Future Of Healthcare, Now

### **Republic Healthcare Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8357)**

## **(1) PROPOSED ADOPTION OF CHINESE NAME OF THE COMPANY (2) PROPOSED RE-ELECTION OF RETIRING DIRECTOR AND (3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Capitalised terms used in the lower portion of this cover page and the inside cover page of this circular shall have the same respective meanings as those defined in the section headed “DEFINITIONS” of this circular.

A notice convening the EGM to be held at 1 Scotts Road, #16-05 Shaw Centre Singapore 228208 on Friday, 10 December 2021 at 3 p.m. is set out on pages 9 to 11 of this circular.

A form of proxy for use in connection with the EGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([republichealthcare.asia](http://republichealthcare.asia)). If you are not able or do not intend to attend the EGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the EGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude you from attending in person and voting at the EGM or its adjournment if you so wish. If you attend and vote at the EGM, the instrument appointing your proxy will be deemed to have been revoked.

This circular together with the form of proxy will remain on the “Latest Listed Company Information” page of the GEM website ([www.hkgem.com](http://www.hkgem.com)) for at least 7 days from the date of their publication. They will also be published on the Company’s website ([republichealthcare.asia](http://republichealthcare.asia)).

22 November 2021

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid- sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following respective meanings:*

“Articles of Association”	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
“Board”	the board of the Directors
“Company”	Republic Healthcare Limited, an exempted company incorporated in the Cayman Islands with limited liability, whose Shares in issue are listed and traded on GEM (Stock code: 8357)
“Director(s)”	director(s) of the Company
“EGM”	the EGM to be held at 1 Scotts Road, #16-05 Shaw Centre Singapore 228208 on Friday, 10 December 2021 at 3 p.m., or its adjournment
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	17 November 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“PRC”	the People’s Republic of China
“Proposed Adoption of Chinese Name”	the proposed adoption of the Chinese name of “中安國際發展集團有限公司” as the dual foreign name of the Company
“Share(s)”	the ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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The Future Of Healthcare, Now

**Republic Healthcare Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8357)**

*Executive Director:*

Dr. Tan Cher Sen Alan (*Chairman*)

*Non-executive Director:*

Mr. Wen Yongwen

*Independent Non-executive Directors:*

Mr. Yeo Teck Chuan

Mr. Soh Sai Kiang

Mr. Kevin John Chia

*Registered Office:*

5th Floor, Genesis Building  
Genesis Close, George Town  
P.O. Box 446  
Cayman Islands

*Headquarters and Principal Place of  
Business in Singapore:*

1 Scotts Road,  
#16-05 Shaw Centre  
Singapore 228208

*Principal Place of Business in  
Hong Kong:*

46/F, Hopewell Centre  
183 Queen's Road East  
Wan Chai  
Hong Kong

22 November 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED ADOPTION OF CHINESE NAME OF THE COMPANY  
AND  
PROPOSED RE-ELECTION OF RETIRING DIRECTOR**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 2 November 2021 in relation to the Proposed Adoption of Chinese Name and the announcement of the Company dated 30 July 2021 in relation to the appointment of Mr. Yeo Teck Chuan as an independent non-executive Director.

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## LETTER FROM THE BOARD

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The purpose of this circular is to give you notice of the EGM and provide you with the information regarding the resolutions to be proposed at the EGM in relation to the Proposed Adoption of Chinese Name and the proposed re-election of the retiring independent non-executive Director Mr. Yeo Teck Chuan.

### **PROPOSED ADOPTION OF CHINESE NAME**

The Board proposes to adopt and register the Chinese name of “中安國際發展集團有限公司” as the dual foreign name of the Company.

### **CONDITIONS OF THE ADOPTION OF CHINESE NAME**

The Proposed Adoption of Chinese Name is conditional upon the satisfaction of the following conditions:

- (i) the approval of the Shareholders for the Proposed Adoption of Chinese Name at the EGM by way of a special resolution having been obtained; and
- (ii) the approval of the Registrar of Companies in the Cayman Islands for the Proposed Adoption of Chinese Name having been obtained.

As at the Latest Practicable Date, none of the conditions have been satisfied.

Subject to the satisfaction of the foregoing conditions, the Proposed Adoption of Chinese Name will become effective on the date of the issue of the Certificate of Incorporation on adoption of the dual foreign name by the Registrar of Companies in the Cayman Islands.

The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

### **REASONS FOR THE ADOPTION OF CHINESE NAME**

As disclosed in the announcement of the Company dated 1 November 2021, the Group is actively exploring business opportunities to expand its market as well as look for collaboration opportunities to re-calibrate itself to stay abreast and/or above the intense competition.

The Board is of the view that the Proposed Adoption of Chinese Name will facilitate the Group's future development and expansion into the PRC market and better reflect the Group's long-term business plan. The Board considers that the Proposed Adoption of Chinese Name is in the best interests of the Company and the Shareholders.

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## LETTER FROM THE BOARD

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### EFFECT OF THE ADOPTION OF CHINESE NAME

The Proposed Adoption of Chinese Name will not affect any rights of the holders of securities of the Company or the Company's daily business operation and its financial position.

All existing certificates of securities in issue bearing the present name of the Company shall, upon the Proposed Adoption of Chinese Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes.

There will not be any arrangement for exchange of the existing certificates of securities. Subject to the confirmation of the Stock Exchange, the Chinese stock short name of the Company for trading in the Shares on the Stock Exchange will also be changed after the Proposed Adoption of Chinese Name becoming effective.

Upon the Proposed Adoption of Chinese Name becomes effective, new share certificates will be issued in the existing English name of the Company and the new Chinese name of the Company.

Further announcement(s) will be made by the Company in relation to the effective date of the Proposed Adoption of Chinese Name and details about the change of Chinese stock short name of the Company.

### PROPOSED RE-ELECTION OF RETIRING DIRECTOR

In accordance with article 83(3) of the Articles of Association, Mr. Yeo Teck Chuan (“**Mr. Yeo**”), who was appointed as an independent non-executive Director on 1 August 2021 to fill the causal vacancy created due to the resignation of Mr. Low Wee Siong, shall retire from office at the EGM and be subject to re-election at the EGM. Particulars of Mr. Yeo are set out in Appendix I to this circular.

### EGM

The Company will convene the EGM at 1 Scotts Road, #16-05 Shaw Centre Singapore 228208 on Friday, 10 December 2021 at 3 p.m., at which the resolutions will be proposed for the purpose of considering and, if thought fit, approving, the Proposed Adoption of Chinese Name and the proposed re-election of retiring Director. The notice convening the EGM is set out on pages 9 to 11 of this circular.

A form of proxy for use in connection with the EGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([republichealthcare.asia](http://republichealthcare.asia)). If you are not able or do not intend to attend the EGM in person and wish to exercise your right as a Shareholder, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of

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## LETTER FROM THE BOARD

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proxy to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the EGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude any Shareholder from attending in person and voting at the EGM or its adjournment should he/she/it so wishes. If the Shareholder attends and votes at the EGM, the instrument appointing the proxy will be deemed to have been revoked.

### VOTING BY POLL AT THE EGM

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the resolutions put to the vote at the EGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under rule 17.47(5) of the GEM Listing Rules.

Shareholders with material interest in the resolutions to be proposed at the EGM should abstain from voting at the EGM. To the best of the Directors' knowledge having made all reasonable enquiries, none of the Shareholders are required to abstain from voting to approve the resolutions to be proposed at the EGM.

### RECOMMENDATION

The Directors consider that the Proposed Adoption of Chinese Name and the proposed re-election of retiring Director are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions as set out in the notice of the EGM.

### CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement of the Members to attend and vote at the EGM, the register of members of the Company ("**Register of Members**") will be closed from Tuesday, 7 December 2021 to Friday, 10 December 2021 (both days inclusive), during which period no transfer of Shares will be effected.

To qualify for attending and voting at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4: 30 p.m. on Monday, 6 December 2021.



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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
For and on behalf of the Board  
**Republic Healthcare Limited**  
**Tan Cher Sen Alan**  
*Chairman and Executive Director*

The following are the biographical details of Mr. Yeo who is proposed to be re-elected at the EGM.

**Mr. Yeo Teck Chuan**

Mr. Yeo Teck Chuan, aged 53, was appointed as an independent non-executive Director on 1 August 2021. Mr. Yeo is also the chairman of the Company's audit committee and a member of each of the Company's nomination committee and remuneration committee (the "**Remuneration Committee**") and is responsible for providing independent judgement on issues of strategy, policy, accountability and standard of conduct to the Group.

Mr. Yeo has more than 28 years of experience in accounting, auditing and financial management. Prior to joining our Group, from June 1992 to January 1995, he worked as an auditor at Pricewaterhouse. He worked for Arthur Andersen as an audit manager in Beijing from January 1995 to December 1998 and in Singapore from January 1999 to July 2002. From July 2002 to March 2007, he was the financial service director for South and Southeast Asia for BOC Asia Limited (Singapore). From July 2007 to May 2015, he worked at Deloitte Hua Yong Certified Public Accountants LLP as an audit partner. From May 2015 to October 2017, he worked as an audit partner at Shanghai branch of Rui Hua Certified Public Accountants LLP. He worked as a managing director of Laos Rui Hua CPA Co., Ltd. from December 2016 to August 2019. He was a managing director of Beijing Quan Rui Certified Public Accountants LLP from October 2017 to July 2018. He has been a legal representative of Nanchang Yeo Seng Heng Financial Advisory Co. Ltd since August 2015. From July 2018, he has joined SBA Stone Forest Corporate Advisory (Shanghai) Co., Ltd as an advisory partner. Since December 2020, Mr. Yeo has been appointed as an independent non-executive director of Legion Consortium Limited (a company listed on the Stock Exchange, stock code: 2129). Mr. Yeo was an independent non-executive director of China Commercial Credit Inc from September 2016 to May 2019 (a company listed on the Nasdaq Capital Market (NASDAQ CM: GLG)).

Mr. Yeo obtained a bachelor degree of accountancy from Nanyang Technological University in Singapore with second class honors (upper division) in May 1992 and has been a certified internal auditor awarded by The Institute of Internal Auditors and a chartered accountant of Singapore admitted by Institute of Singapore Chartered Accountants since May 2005 and July 2013 respectively. He has been emplaced in the ASEAN chartered professional accountant in Singapore since May 2017 as a Chartered Accountant of Singapore, a certified internal auditor, and an ASEAN Chartered Professional Accountant. He has over 28 years of audit, internal audit, risk management and advisory experiences.

Mr. Yeo entered into a service agreement with the Company as an independent non-executive Director for a fixed term of one year. Mr. Yeo is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the articles of association of the Company. Mr. Yeo is entitled to a director's fee of SGD24,000 per annum, which was determined by the Board upon the recommendation of the Remuneration Committee by reference to his qualifications, experience, duties and responsibilities within the Group and the prevailing market conditions.

Mr. Yeo has confirmed that he meets the independence requirement as set out in Rule 5.09 of the GEM Listing Rules.

Save as disclosed above, Mr. Yeo (i) had not held any directorship in the last three years prior to the Latest Practicable Date in any public company, the securities of which are listed on any securities market in Hong Kong or overseas; and (ii) confirms with respect to him that as at the Latest Practicable Date: (a) he did not hold other positions in the Company or other members of the Group; (b) he did not have any relationship with any other Directors, senior management, substantial shareholder or controlling shareholder of the Company; and (c) he did not have any interests in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

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## NOTICE OF EGM

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The Future Of Healthcare, Now

### **Republic Healthcare Limited**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8357)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting of Republic Healthcare Limited (the “**Company**” and the “**EGM**”, respectively) will be held at 1 Scotts Road, #16-05 Shaw Centre Singapore 228208 on Friday, 10 December 2021 at 3 p.m. (or the adjournment thereof) for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company.

Capitalised terms used herein have the same meanings as those defined in the circular of the Company dated 22 November 2021.

### **SPECIAL RESOLUTION**

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the Chinese name of “中安國際發展集團有限公司” be adopted as the dual foreign name of the Company (the “Proposed Adoption of Chinese Name”), and that any of the Directors be and is hereby authorised generally to do all such acts and things and sign or execute all documents and make such arrangements as he/she may, in his/her absolute discretion, consider necessary or expedient to give effect to the Proposed Adoption of Chinese Name.”

### **ORDINARY RESOLUTION**

2. “**THAT** the appointment of Mr. Yeo Teck Chuan as an independent non-executive director of the Company be and is hereby approved and the Board be and is hereby authorised to fix the remuneration of Mr. Yeo Teck Chuan.”

By Order of the Board  
**Republic Healthcare Limited**  
**Tan Cher Sen Alan**  
*Chairman and Executive Director*

Singapore, 22 November 2021

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## NOTICE OF EGM

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*Registered Office:*

5th Floor, Genesis Building, Genesis Close  
George Town, P.O. Box 446  
Grand Cayman, KY1-1106  
Cayman Islands

*Headquarters and Principal Place of Business in Singapore:*

1 Scotts Road,  
#16-05 Shaw Centre  
Singapore 228208

*Principal Place of Business in Hong Kong:*

46/F, Hopewell Centre  
183 Queen's Road East  
Wan Chai  
Hong Kong

*As at the date of this notice, the executive Director is Dr. Tan Cher Sen Alan (Chairman); the non-executive Director is Mr. Wen Yongwen and the independent non-executive Directors are Mr. Yeo Teck Chuan, Mr. Soh Sai Kiang and Mr. Kevin John Chia.*

*Notes:*

1. Any member of the Company (the "**Member**") entitled to attend and vote at the EGM or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and vote instead of him/her/it. A proxy needs not be a Member but must be present in person at the EGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the EGM or its adjourned meeting (as the case may be) if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the EGM in person, the form of proxy will be deemed to have been revoked.
3. In order to be valid, the duly completed and signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, at the office of the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event, not later than 48 hours before the time appointed for holding the EGM or its adjournment (as the case may be).
4. For determining the entitlement of the Members to attend and vote at the EGM, the register of members of the Company ("**Register of Members**") will be closed from Tuesday, 7 December 2021 to Friday, 10 December 2021 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Monday, 6 December 2021.
5. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in this Notice will be decided by way of a poll. The Company will announce the poll results of the EGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

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## NOTICE OF EGM

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6. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
7. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.