

Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 1 June 2018 (the “**Prospectus**”) issued by Republic Healthcare Limited (the “**Company**”).

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any Shares or other securities of the Company. Potential investors should read the Prospectus for detailed information about the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act and the applicable U.S. State Securities laws. There will be no public offer of securities in the United States.

Republic Healthcare Limited

(Incorporated in the Cayman Islands with limited liability)

LISTING ON GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER

Number of Offer Shares : 130,000,000 Shares
Number of Public Offer Shares : 13,000,000 Shares (subject to re-allocation)
Number of Placing Shares : 117,000,000 Shares (subject to re-allocation)
Offer Price : Not more than HK\$0.60 per Offer Share and
expected to be not less than HK\$0.50 per
Offer Share, plus brokerage of 1%, SFC
transaction levy of 0.0027% and Stock
Exchange trading fee of 0.005% (payable in
full on application in Hong Kong dollars and
subject to refund)
Nominal value : HK\$0.01 per Share
Stock code : 8357

Sole Sponsor



Titan Financial Services Limited

Joint Bookrunners and Joint Lead Managers



Application has been made by the Company to the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued on GEM pursuant to the Share Offer, the Capitalisation Issue and any new Shares which may be allotted and issued pursuant to the exercise of any options that may be granted under the Share Option Scheme as described in the Prospectus.

The Share Offer comprises the Public Offer of initially 13,000,000 Public Offer Shares, representing 10% of the total number of Offer Shares made available under the Share Offer (subject to re-allocation), and the Placing of initially 117,000,000 Placing Shares, representing 90% of the total number of Offer Shares under the Share Offer (subject to re-allocation). The allocation of the Shares between the Public Offer and the Placing is subject to adjustment as stated in the paragraph headed “Structure and Conditions of the Share Offer — Re-allocation of the Offer Shares between Placing and Public Offer” of the Prospectus. In particular, where (i) the Placing Shares are fully subscribed or oversubscribed and the Public Offer Shares are fully subscribed or oversubscribed by less than 15 times, or (ii) the Placing Shares are undersubscribed and the Public Offer Shares are fully subscribed or oversubscribed irrespective of the number of times, up to 13,000,000 Offer Shares may be re-allocated to the Public Offer from the Placing, so that the total number of Offer Shares available under the Public Offer will be increased to 26,000,000 Offer Shares, representing 20% of the number of the Offer Shares initially available under the Share Offer.

Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM and the Company’s compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date, i.e. Friday, 15 June 2018 or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$0.60 per Offer Share and is expected to be not less than HK\$0.50 per Offer Share. Applicants for Public Offer Shares under the Public Offer are required to pay in full, on application, the maximum Offer Price of HK\$0.60 per Offer Share (plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%). If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is lower than the maximum Offer Price of HK\$0.60 per Offer Share, appropriate refund payments (including the brokerage fee, SFC transaction levy and Stock Exchange trading fee attributable to the excess application monies) will be made to applicants, without interest. Please refer to paragraph headed “How to Apply for Public Offer Shares — 12. Refund of application monies” of the Prospectus for details.

The final Offer Price is expected to be determined by agreement between the Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters) on the Price Determination Date, which is currently expected to be on or around Thursday, 7 June 2018, and, in any event, not later than Tuesday, 12 June 2018. If, for any reason, the Offer Price is not agreed between the Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters) by Tuesday, 12 June 2018, the Share Offer will not become unconditional and will lapse.

In the event of re-allocation of Offer Shares between the Placing and the Public Offer in the circumstances where (i) the Placing Shares are fully subscribed or oversubscribed and the Public Offer Shares are oversubscribed by less than 15 times, or (ii) the Placing Shares are undersubscribed and the Public Offer Shares are fully subscribed or oversubscribed irrespective of the number of times, the final Offer Price shall be fixed at the low-end of the indicative Offer Price range (i.e. HK\$0.50 per Offer Share).

Applicants who would like the allotted Public Offer Shares to be issued in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like the allotted Public Offer Shares to be registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or their designated CCASS Participant's stock accounts maintained with CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 1 June 2018 until 12:00 noon on Wednesday, 6 June 2018 at:

(a) the following offices of the Joint Bookrunners and the Joint Lead Managers:

China Industrial Securities International Capital Limited at 7/F, Three Exchange Square, 8 Connaught Place, Central, Hong Kong; or

Sincere Securities Limited at 9/F, COSCO Tower, 183 Queen's Road Central, Sheung Wan, Hong Kong; or

Titan Financial Services Limited at Suites 3201–02, 32/F, COSCO Tower, Grand Millennium Plaza, 183 Queen's Road Central, Central, Hong Kong; or

(b) any of the following branches of DBS Bank (Hong Kong) Limited, the receiving bank for the Public Offer:

| District | Branch Name | Address |
|------------------|---|--|
| Hong Kong Island | Head Office | G/F, The Center 99 Queen's Road Central Central, Hong Kong |
| | United Centre Branch | Shops 1015–1018 on 1/F & Shops 2032–2034 on 2/F United Centre, 95 Queensway Admiralty |
| Kowloon | Nathan Road — SME Banking Centre | 2/F, Wofoo Commercial Building 574–576 Nathan Road Mongkok, Kowloon |
| New Territories | Tuen Mun Town Plaza — SME Banking Centre | Shop 23, G/F Tuen Mun Town Plaza (II) 3 Tuen Lung Street, Tuen Mun |

Printed copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, 1 June 2018 until 12:00 noon on Wednesday, 6 June 2018 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or your stockbroker.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "Ting Hong Nominees Limited — Republic Healthcare Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following dates and times:

Friday, 1 June 2018 — 9:00 a.m. to 5:00 p.m.
Saturday, 2 June 2018 — 9:00 a.m. to 1:00 p.m.
Monday, 4 June 2018 — 9:00 a.m. to 5:00 p.m.
Tuesday, 5 June 2018 — 9:00 a.m. to 5:00 p.m.
Wednesday, 6 June 2018 — 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Wednesday, 6 June 2018, the last application day or such later time as described in the paragraph headed "How to Apply for Public Offer Shares — 9. Effect of bad weather on the opening of the application lists" of the Prospectus.

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Friday, 1 June 2018 — 9:00 a.m. to 8:30 p.m. *(note)*
Saturday, 2 June 2018 — 8:00 a.m. to 1:00 p.m. *(note)*
Monday, 4 June 2018 — 8:00 a.m. to 8:30 p.m. *(note)*
Tuesday, 5 June 2018 — 8:00 a.m. to 8:30 p.m. *(note)*
Wednesday, 6 June 2018 — 8:00 a.m. *(note)* **to 12:00 noon**

Note: These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Friday, 1 June 2018 until 12:00 noon on Wednesday, 6 June 2018. The latest time for inputting your **electronic application instructions** will be 12:00 noon on Wednesday, 6 June 2018, the last application day or such later time as described in the paragraph headed "How to Apply for Public Offer Shares — 9. Effect of bad weather on the opening of the application lists" of the Prospectus.

If you are **not a CCASS Investor Participant**, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Public Offer Shares on your behalf.

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to the Company, the Joint Bookrunners, the Joint Lead Managers and the Hong Kong Branch Share Registrar.

Please refer to the sections headed “Structure and Conditions of the Share Offer” and “How to Apply for Public Offer Shares” of the Prospectus for details of the conditions and procedures of the Public Offer.

Application for the Public Offer Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus and the Application Forms. The Share Offer is conditional upon the fulfillment of the conditions set forth under the paragraph headed “Structure and Conditions of the Share Offer — Conditions of the Share Offer” of the Prospectus.

The Offer Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreements. Prospective investors of the Offer Shares should note that the Joint Lead Managers (for themselves and on behalf of the Public Offer Underwriters) are entitled, in their sole and absolute discretion, to terminate the Public Offer Underwriters’ obligations under the Public Offer Underwriting Agreement by notice in writing to the Company, upon the occurrence of any of the events set forth under paragraph headed “Underwriting — Underwriting arrangement and expenses — Grounds for termination” of the Prospectus at any time prior to 8:00 a.m. on the Listing Date, i.e. Friday, 15 June 2018. In the event that the terms and conditions of the Share Offer as mentioned therein are not fulfilled or waived by the Joint Lead Managers (for themselves and on behalf of the Underwriters) (as the case may be) on or before such dates and times, the Share Offer will lapse and all monies received will be refunded to the applicants of the Share Offer without interest and the Stock Exchange will be notified immediately. If the Share Offer does not become unconditional or the Underwriting Agreements are terminated in accordance with their terms, the Company will make an announcement as soon as possible on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at republichealthcare.asia on the next business day following the date of such lapse.

The announcement of the final Offer Price, the level of indications of interest in the Placing, the level of applications in the Public Offer, the basis of allotment of the Public Offer Shares, the results of allocations in the Public Offer and the number of Offer Shares re-allocated, if any, between the Public Offer and the Placing will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at republichealthcare.asia on Thursday, 14 June 2018.

The results of allocations and the Hong Kong Identity Card/passport/Hong Kong business registration numbers (where appropriate) of successful applicants under the Public Offer will be made available on Thursday, 14 June 2018 in the manner described in the paragraph headed “How to Apply for Public Offer Shares — 10. Publication of results” of the Prospectus.

No temporary document of title will be issued in respect of the Offer Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Friday, 15 June 2018 provided that the Share Offer has become unconditional and the right of termination described in the paragraph headed “Underwriting — Underwriting arrangement and expenses — Grounds for termination” of the Prospectus has not been exercised.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, 15 June 2018, dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Friday, 15 June 2018. The Shares will be traded in board lots of 5,000 Shares each. The GEM stock code of the Shares is 8357.

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

Hong Kong, 1 June 2018

As at the date of this announcement, the executive Directors are Dr. Tan Cher Sen Alan and Mr. Toh Han Boon and the independent non-executive Directors are Mr. Leung Ho San Jason, Mr. Soh Sai Kiang and Mr. Tan Chee Ken.

This announcement, 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 which regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at www.hkexnews.hk and, in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at republichealthcare.asia.