

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.

RepublicHealthcare
Republic Healthcare Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8357)

INSIDE INFORMATION
LETTER OF INTENT IN RESPECT OF
THE PROPOSED ACQUISITION

This announcement is made by the Company pursuant to Rule 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the SFO.

The Board is pleased to announce that on 12 April 2019 (after the securities trading hours of the Stock Exchange), the Company (as the Intended Purchaser) and the Intended Vendors entered into the Letter of Intent in relation to the Proposed Acquisition. Pursuant to the Letter of Intent, the Company has been given (among other rights) an exclusive right to negotiate with the Intended Vendors and (if so agreed) to enter into the Formal Sale and Purchase Agreement for the Proposed Acquisition. The terms and conditions of the Proposed Acquisition are subject to further negotiations between the Company and the Intended Vendors.

The Letter of Intent contains certain legally binding obligations regarding, among other things, exclusive rights, confidentiality, extension of the Due Diligence Period, termination and governing law of the Letter of Intent.

Should the Proposed Acquisition constitute a notifiable transaction, the Company will issue a further announcement upon the execution of the Formal Sale and Purchase Agreement. The Company will comply with the relevant requirements of the GEM Listing Rules when the Formal Sale and Purchase Agreement is entered into.

WARNING

As the Proposed Acquisition may or may not proceed, Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company.

THE LETTER OF INTENT

The Proposed Acquisition is subject to further negotiation and the entering into of the Formal Sale and Purchase Agreement.

The major terms of the Letter of Intent are as follows:

Date: 12 April 2019 (after the securities trading hours of the Stock Exchange)

Parties:

Intended Vendor A China Life Science Holding Group Limited

Intended Vendor B Mr. LIANG Jianguo

Intended Purchaser The Company

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Intended Vendors and their respective ultimate beneficial owner(s) are independent third parties of the Company and its connected persons.

Proposed Acquisition

The Letter of Intent contemplates the Proposed Acquisition by the Company of the Target Company.

Exclusivity Period

The Intended Vendors have agreed to grant to the Company an Exclusivity Period of six months commencing on the date of signing of the Letter of Intent, to negotiate with the Intended Vendors regarding the Proposed Acquisition. Unless the Company has submitted a notice to the Intended Vendors to terminate the Letter of Intent, the Intended Vendors shall not negotiate, discuss, and/or enter into any letter of intent and/or agreement in relation to the disposal of the issued shares of the Target Company with any other parties during the Exclusivity Period.

Conditions Precedent

The Proposed Acquisition shall be conditional upon the following conditions precedent:

- (a) the Company has obtained the necessary approval for the Proposed Acquisition, including the approval of the regulatory authorities in its place of listing, approval of the Board and the Shareholders (if applicable), and complies with the laws and regulations applicable to the Company; and
- (b) the Company has satisfactorily completed all the Due Diligence on the Target Company and expressed satisfaction with the Feasibility Study report; and has executed all final legal documents prepared for the Proposed Acquisition, including but not limited to the Formal Sale and Purchase Agreement.

Due Diligence Review

Pursuant to the Letter of Intent, the Company shall be entitled to conduct a Due Diligence and a Feasibility Study, within six months from the date of the signing of the Letter of Intent, on the finance, legal and other affairs of the Target Company. The Due Diligence Period may be extended subject to written consent of the Company and the Intended Vendors. The Proposed Acquisition shall be confirmed by writing within seven days after the end of the Due Diligence Period. If the Proposed Acquisition is confirmed, the Company and the Intended Vendors shall reach further agreement on the particulars thereof and enter into the Formal Sale and Purchase Agreement.

Binding Effect

Other than certain provisions of the Letter of Intent, such as the provisions on exclusive rights, confidentiality, extension of the Due Diligence Period, termination and governing law, the other terms of the Letter of Intent are not legally binding.

Termination

The Letter of Intent shall be terminated and be of no force and effect on the earliest of (i) the date on which the Formal Sale and Purchase Agreement is executed; (ii) the expiry of the Exclusivity Period; and (iii) the expiry of the Due Diligence Period, whereupon the parties thereto shall have no further obligations and responsibilities to either party save for the provision on confidentiality.

INFORMATION ON THE COMPANY

The Company is an investment holding company. The principal subsidiaries of the Company are engaged in providing healthcare services by operating a network of general clinics in the Republic of Singapore.

INFORMATION ON THE TARGET COMPANY

The Target Company is a company incorporated in Hong Kong. It is a high-tech company with a focus on biomedical science, precision medicine, as well as big data access, statistics and analysis.

GENERAL

The Letter of Intent contains certain legally binding obligations regarding, among other things, exclusive rights, confidentiality, extension of the Due Diligence Period, termination and governing law of the Letter of Intent. If the Company proceeds with the Proposed Acquisition, the Company will enter into the Formal Sale and Purchase Agreement.

Should this Proposed Acquisition constitute a notifiable transaction under the GEM Listing Rules, the Company will issue a further announcement upon the execution of the Formal Sale and Purchase Agreement. The Company will comply with the relevant requirements of the GEM Listing Rules when the Formal Sale and Purchase Agreement is entered into.

As the Proposed Acquisition may or may not proceed, Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company.

DEFINITIONS

Unless otherwise specified, the following terms have the following respective meanings in this announcement:

“Board”	the board of Directors;
“Company”	Republic Healthcare Limited, an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are initially listed on GEM (stock code: 8357);
“connected person(s)”	has the meaning as ascribed thereto under the GEM Listing Rules;
“Director(s)”	the director(s) of the Company;

“Due Diligence” or “Due Diligence Review”	has the meaning ascribed thereto under the paragraph headed “Due Diligence Review” in this announcement;
“Due Diligence Period”	during the six-months period commencing from the date of signing of the Letter of Intent;
“Exclusivity Period”	during the six-months period commencing from the date of signing of the Letter of Intent;
“Feasibility Study”	the feasibility study on the Target Company’s operation and management;
“Formal Sale and Purchase Agreement”	the formal sale and purchase agreement which may be entered into in relation to the Proposed Acquisition;
“GEM”	GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Independent Third Party(ies)”	independent third part(ies) who is/are not connected person(s) of the Company and is/are independent of and not connected with the Company and its directors, chief executive, and substantial shareholders of the Company or any of its subsidiaries or their respective associate;
“Intended Purchaser”	the Company;
“Intended Vendor A”	China Life Science Holding Group Limited, a company incorporated in Samoa, being the beneficial owner of 95 shares, representing 95% of the issued share capital of the Target Company as at the date of this announcement;
“Intended Vendor B”	Mr. LIANG Jianguo, being the beneficial owner of 5 shares, representing 5% of the issued share capital of the Target Company as at the date of this announcement;
“Intended Vendors”	China Life Science Holding Group Limited (Intended Vendor A) and Mr. LIANG Jianguo (Intended Vendor B);

“Letter of Intent”	the Letter of Intent dated 12 April 2019 and entered into among the Company and the Intended Vendors in relation to the Proposed Acquisition;
“Proposed Acquisition”	the proposed acquisition by the Company of the issued shares of the Target Company;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the issued Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Target Company”	China Bioengineering Technology Group Limited, a limited liability company incorporated in Hong Kong on 28 May 2015; and
“%”	per cent.

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

Singapore, 12 April 2019

As at the date of this announcement, the executive Directors are Dr. Tan Cher Sen Alan (Chairman), Mr. Toh Han Boon (Chief Financial Officer) and Mr. Xu Xue; 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 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 announcement 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 announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the GEM website at www.hkgem.com for at least seven days from the day of its publication. This announcement will also be published on the Company’s website at republichealthcare.asia.