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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.

republic healthcare

The Future Of Healthcare, Now

Republic Healthcare Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8357)

PROPOSALS FOR
(1) GRANT OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES, EXTENSION OF ISSUE MANDATE;
(2) RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

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 2026 AGM to be held at 201 Henderson Road, #07-11/12 & #08-11/12 Apex @ Henderson, Singapore 159545 on Thursday, 18 June 2026 at 2:00 p.m. is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for use in connection with the 2026 AGM is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (republichealthcare.asia). If you are not able or do not intend to attend the 2026 AGM 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 2026 AGM 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 2026 AGM or its adjournment if you so wish. If you attend and vote at the 2026 AGM, the instrument appointing your proxy will be deemed to have been revoked.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 Stock Exchange's website (www.hkexnews.hk) for at least seven days from the date of their publication. They will also be published on the Company's website (republichealthcare.asia).

31 March 2026

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

"2026 AGM"	the AGM to be held at 201 Henderson Road, #07-11/12 & #08-11/12 Apex @ Henderson, Singapore 159545 on 18 June 2026 at 2:00 p.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting, which is set out on pages AGM-1 to AGM-5 of this circular, or its adjournment
"AGM"	the annual general meeting of the Company
"Articles of Association"	the articles of association of the Company as amended, supplemented or otherwise modified from time to time
"Audit Committee"	the audit committee of the Board
"Board"	the board of Directors
"Chairman"	the chairman of the Board
"Cher Sen Holdings"	Cher Sen Holdings Limited, a company incorporated in the British Virgin Islands with limited liability on 2 January 2018 and wholly-owned by Dr. Alan Tan, one of the controlling shareholders
"close associate(s)"	has the meaning ascribed thereto under the GEM Listing Rules
"Companies Act"	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented and/or otherwise modified from time to time
"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)
"controlling shareholder(s)"	has the meaning ascribed thereto under the GEM Listing Rules
"core connected person(s)"	has the meaning ascribed thereto under the GEM Listing Rules
"Director(s)"	the director(s) of the Company
"Dr. Alan Tan"	Dr. Tan Cher Sen Alan, an Executive Director, the Chairman and one of the controlling shareholders
"Executive Director(s)"	the executive Director(s)

"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
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"INED(s)"	the independent non-executive Director(s)
"Issue Mandate"	the general and unconditional mandate proposed to be granted to the Directors at the 2026 AGM to exercise the powers of the Company to allot, issue and deal with additional Shares during the relevant period not exceeding 20% of the total number of Shares in issue as at the date of passing the resolution granting such mandate
"Latest Practicable Date"	26 March 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"Nomination Committee"	the nomination committee of the Board
"PRC"	the People's Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People's Republic of China and Taiwan
"Remuneration Committee"	the remuneration committee of the Board
"Repurchase Mandate"	the general and unconditional mandate proposed to be granted to the Directors at the 2026 AGM to exercise the powers of the Company to repurchase Shares during the relevant period not exceeding 10% of the total number of Shares in issue as at the date of passing the resolution granting such mandate
"S$"	Singapore dollar, the lawful currency of Singapore
"SFC"	the Securities and Futures Commission in Hong Kong

"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
"Share(s)"	the ordinary share(s) of nominal value of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Singapore"	the Republic of Singapore
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed thereto under the GEM Listing Rules
"substantial shareholder(s)"	has the meaning ascribed thereto under the GEM Listing Rules
"Takeovers Code"	the Code on Takeovers and Mergers approved by the SFC as amended, supplemented or otherwise modified from time to time
"%"	per cent



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. Wang Liang

Independent Non-executive Directors:
Ms. Florence Kang Lee Ngo
(Lead Independent Non-executive Director)
Mr. Yeo Teck Chuan
Mr. Wong Yee Leong

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

Headquarters and Principal Place of Business in Singapore:
201 Henderson Road
#07-11/12 & #08-11/12
Apex @ Henderson
Singapore 159545

Principal Place of Business in Hong Kong:
Unit 1402, Lucky Centre
165–171 Wanchai Road
Wanchai, Hong Kong

31 March 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR (1) GRANT OF GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES, EXTENSION OF ISSUE MANDATE; (2) RE-ELECTION OF RETIRING DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The Directors will propose at the 2026 AGM the resolutions for, among other matters, (i) the grant of each of the Issue Mandate and the Repurchase Mandate, (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate, and (iii) the proposed re-election of the retiring Directors.

The purpose of this circular is to give you notice of the 2026 AGM and provide you with the information regarding the above resolutions to be proposed at the 2026 AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

ISSUE MANDATE

At the AGM held on 20 June 2025, a general and unconditional mandate was granted to the Directors to allot, issue and deal with Shares, which will lapse at the conclusion of the 2026 AGM. An ordinary resolution will be proposed at the 2026 AGM to approve to grant the Issue Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Issue Mandate, based on 624,000,000 Shares in issue as at the Latest Practicable Date and, assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2026 AGM, if the Issue Mandate is exercised in full, the Directors will be authorised to allot, issue and deal with up to a total of 124,800,000 Shares, being 20% of the total number of Shares in issue as at the date of the resolution in relation thereto. The Issue Mandate, if granted at the 2026 AGM, will continue to be in force until (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied or renewed by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

REPURCHASE MANDATE

At the AGM held on 20 June 2025, a general and unconditional mandate was granted to the Directors to repurchase Shares, which will lapse at the conclusion of the 2026 AGM. An ordinary resolution will be proposed at the 2026 AGM to approve the grant of the Repurchase Mandate to the Directors. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate, based on 624,000,000 Shares in issue as at the Latest Practicable Date, and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the 2026 AGM, the Company would be allowed to repurchase a maximum of 62,400,000 Shares, being 10% of the total number of Shares in issue as at the date of the resolution in relation thereto. The Repurchase Mandate, if granted at the 2026 AGM, will continue to be in force until (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied or renewed by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make informed decisions on whether to vote for or against the resolution approving the Repurchase Mandate.

EXTENSION OF ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant each of the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2026 AGM to extend the Issue Mandate by including the number of Shares repurchased under the Repurchase Mandate.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, there was one Executive Director, namely Dr. Alan Tan; one non-executive Director, namely Mr. Wang Liang ("**Mr. Wang**") and three INEDs, namely Ms. Florence Kang Lee Ngo ("**Ms. Kang**"), Mr. Yeo Teck Chuan ("**Mr. Yeo**") and Mr. Wong Yee Leong ("**Mr. Wong**").

Article 82(3) of the Articles of Association provides that the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election.

Articles 83(1) and (2) of the Articles of Association provide that (1) one-third of the Directors for the time being or, if their number is not a multiple of three, the number nearest to but not less than one-third, shall retire from office by rotation at each AGM, provided that every Director shall be subject to retirement by rotation at least once every three years; and (2) a retiring Director shall be eligible for re-election. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election.

In accordance with Articles 82(3), 83(1) and 83(2) of the Articles of Association, Mr. Yeo and Mr. Wong will each retire from office as Director by rotation at the 2026 AGM and, being eligible, will each offer themselves for re-election at the 2026 AGM.

Pursuant to code provision B.3.1 of the Corporate Governance Code as set out in Appendix C1 to the GEM Listing Rules, the Nomination Committee has assessed and reviewed the written confirmation of independence of Ms. Kang, Mr. Yeo and Mr. Chia based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that each of them remains independent. In addition, the Nomination Committee had evaluated the performance of each of Mr. Yeo and Mr. Wong (collectively, the "**Retiring Directors**") during the period from their respective dates of appointment to 31 December 2025 and found their performance satisfactory. The Nomination Committee also reviewed the Retiring Directors' respective skills, knowledge and experience having regard to the director nomination policy and board diversity policy of the Company. It is considered that the Retiring Directors have extensive experience in their own field, which will continue to bring valuable contributions to the Board for its efficient and effective functioning. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that all of the Retiring Directors stand for re-election as Directors at the 2026 AGM. As a

good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the 2026 AGM.

The biographical details of each of the Retiring Directors to be re-elected at the 2026 AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the GEM Listing Rules.

2026 AGM

The Company will convene the 2026 AGM at 201 Henderson Road, #07-11/12 & #08-11/12 Apex @ Henderson, Singapore 159545 on Thursday, 18 June 2026 at 2:00 p.m., at which the resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the grant of each of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; and (iii) the re-election of the Retiring Directors. The notice convening the 2026 AGM is set out on pages AGM-1 to AGM-5 of this circular.

A form of proxy for use in connection with the 2026 AGM is enclosed with this circular and can also be downloaded from the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (republichealthcare.asia). If you are not able or do not intend to attend the 2026 AGM 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 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 2026 AGM 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 2026 AGM or its adjournment should he/she/it so wishes. If the Shareholder attends and votes at the 2026 AGM, the instrument appointing the proxy will be deemed to have been revoked.

VOTING BY POLL AT THE 2026 AGM

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, all the resolutions put to the vote at the 2026 AGM 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.

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.

RECOMMENDATION

The Directors consider that (i) the grant of each of the Issue Mandate and the Repurchase Mandate; (ii) the extension of the Issue Mandate to include Shares repurchased under the Repurchase Mandate; and (iii) the re-election of the Retiring Directors as set out in the notice of the 2026 AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions as set out in the notice of the 2026 AGM on pages AGM-1 to AGM-5 of this circular.

GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

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 the Directors who will retire as required by the Articles of Association and the GEM Listing Rules and are proposed to be re-elected at the 2026 AGM.

Save as disclosed below, there is no other matter concerning the re-election of each of the following Directors that needs to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

MR. YEO TECK CHUAN

Mr. Yeo Teck Chuan, aged 58, was appointed as an INED 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 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 32 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.

Mr. Yeo is also the director of YSH Advisory Pte. Ltd., YSH Advisory II Pte. Ltd and IA Advising Pte. Ltd. since 2002, 2023 and 2025 respectively.

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). Since December 2021, Mr. Yeo has been the independent non-executive director of China Shenshan Orchard Holdings Co. Ltd (a company listed on the Mainboard of the Singapore Exchange Securities Trading Limited). 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.

Mr. Yeo has entered into a service agreement with the Company as an INED 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. WONG YEE LEONG

Mr. Wong Yee Leong, aged 61, was appointed as an INED on 28 November 2022. Mr. Wong is also the chairman of the Company's nomination committee and a member of each of the Company's audit committee and remuneration committee.

Mr. Wong, has more than 30 years of experience in information technology and business management. He is the founder of EVVO Labs Pte Ltd, which is principally engaged in providing engineering solutions in areas of artificial intelligence, blockchain, cybersecurity, digital media digital transformation, and cloud computing.

Mr. Wong obtained a bachelor degree of business administration from the University of Texas at Austin in 1990. He is currently a senior advisor of AlibabaCloud (since 2021), Prime Asia Asset Management Pte Ltd (since 2018), FM One International Pte Ltd (since 2022) and Skyark Chronicals Holdings Pte Ltd (since 2021).

Mr. Wong has entered into a service agreement with the Company as an INED for a fixed term of one year. Mr. Wong is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Articles of Association. Mr. Wong is entitled to a director's fee of S$24,000 per annum, which has been 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.

Save as disclosed above, each of the above Directors (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.

This appendix serves as an explanatory statement as required by Rule 13.08 of the GEM Listing Rules to be proposed at the 2026 AGM granting the Repurchase Mandate.

The GEM Listing Rules permit companies whose primary listing is on GEM to repurchase their fully-paid shares on GEM subject to certain restrictions, the most important of which are summarised below:

1. SHAREHOLDERS' APPROVAL

All proposed repurchase of shares on the Stock Exchange by the Company must be approved in advance by the Shareholders by an ordinary resolution of the Company, either by way of a general mandate or by a specific approval to the Directors.

2. REPURCHASE OF SECURITIES FROM CORE CONNECTED PERSONS

Under the GEM Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, to the best knowledge of the Directors having made all reasonable enquiries, no core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 624,000,000 Shares. Subject to the passing of the proposed ordinary resolution approving the grant of the Repurchase Mandate and assuming that no further Shares will be issued and no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of passing such resolution at the 2026 AGM, the Directors would be authorized to repurchase up to a maximum of 62,400,000 Shares, representing 10% of the total number of Shares in issue as at the date of passing the relevant resolution. The Repurchase Mandate will continue to be in force until (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied or renewed by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

4. REASONS FOR REPURCHASES

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per share and/or earnings per share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

5. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available in accordance with the laws of the Cayman Islands and the Articles of Association for such purpose.

6. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 December 2025, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.

7. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the GEM during each of the previous twelve months, up to the Latest Practicable Date were as follows:

	Traded Price Per Share	
Month	**Highest**	**Lowest**
	HK$	*HK$*
2025		
March	0.068	0.057
April	0.107	0.064
May	0.103	0.083
June	0.200	0.085
July	0.184	0.140
August	0.182	0.120
September	0.180	0.142
October	0.181	0.144
November	0.184	0.100
December	0.140	0.081
2026		
January	0.165	0.133
February	0.222	0.151
March	0.207	0.141

8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their respective close associates (as defined in the GEM Listing Rules), has any present intention to sell to the Company or any member of the Group any of the Shares if the Repurchase Mandate is approved at the 2026 AGM.

9. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

10. EFFECT OF THE TAKEOVERS CODE

If a Shareholder 's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge and belief of the Directors, as at the Latest Practicable Date, Cher Sen Holdings was beneficially interested in 350,000,000 Shares, representing approximately 56.09% of the total number of issued Shares. Cher Sen Holdings is wholly-owned by Dr. Alan Tan, the Chairman and an Executive Director. Accordingly, under the SFO, Dr. Alan Tan is deemed to be interested in 350,000,000 Shares held by Cher Sen Holdings, representing approximately 56.09% of the total number of Shares in issue. Together with a block of 1,275,000 Shares personally held by Dr. Alan Tan, he held a total of 351,275,000 Shares representing approximately 56.29% of the total number of Shares in issue. In the event that the Directors exercise in full the Repurchase Mandate, the proportionate deemed shareholding interests in the Company of each of Dr. Alan Tan and Cher Sen Holdings would be increased to approximately 62.55% of the total number of Shares in issue and such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code as a result of an exercise of Repurchase Mandate. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase of Shares under the Repurchase Mandate.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate in whole or in a certain part will not result in the total amount of Shares in issue in the public hands falling below the prescribed minimum percentage of 25%. As required by the GEM Listing Rules, a listed issuer must maintain the said minimum public float.

11. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Group (whether on the Stock Exchange or otherwise) in the last six months immediately preceding the Latest Practicable Date.



Republic Healthcare Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8357)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Republic Healthcare Limited (the "**Company**" and the "**AGM**", respectively) will be held at 201 Henderson Road, #07-11/12 & #08-11/12 Apex @ Henderson, Singapore 159545 on Thursday, 18 June 2026 at 2:00 p.m. (or the adjournment thereof) for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and independent auditor of the Company for the year ended 31 December 2025.

2. (a) To re-elect Mr. Yeo Teck Chuan as an independent non-executive director of the Company; and

   (b) To re-elect Mr. Wong Yee Leong as an independent non-executive director of the Company.

3. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

4. To re-appoint Baker Tilly TFW LLP as the independent auditor of the Company and to authorise the board of directors of the Company to fix its remuneration.

5. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

   "**THAT**:

   (a) subject to paragraph (c) of this Resolution below and pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**"), the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the "**Shares**") or securities convertible into or exchangeable for Shares,

or options, for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this Resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of the Shares allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the "**Articles of Association**") in force from time to time, shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this Resolution and such approval shall be limited accordingly; and

(d) for the purposes of this Resolution:

"**Relevant Period**" means the period from the date of the passing of this Resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association, the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; and

(iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in a general meeting;

"**Rights Issue**" means an offer of Shares, or offer or issue of options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in

determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).''

6. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

''**THAT**:

(a) subject to paragraph (b) of this Resolution below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the shares of the Company (the ''**Shares**'') in issue on The Stock Exchange of Hong Kong Limited (the ''**Stock Exchange**'') or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the ''**Commission**'') and the Stock Exchange for this purpose, subject to and in accordance with the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws, the Code on Share Buy-backs approved by the Commission and the requirements of the GEM Listing Rules, be and is hereby generally and unconditionally approved;

(b) the total number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution above shall be limited accordingly; and

(c) for the purposes of this Resolution:

''**Relevant Period**'' means the period from the date of the passing of this Resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company, the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated or revised from time to time) of the Cayman Islands or any other applicable laws; and

(iii) the date on which the authority set out in this Resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in a general meeting.''

7. To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

"**THAT** conditional upon Resolutions numbered 5 and 6 set out in the notice convening this annual general meeting (the "**Notice**") being passed, the general and unconditional mandate granted to the Directors pursuant to Resolution numbered 5 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of the shares in the capital of the Company (the "**Shares**") repurchased under the authority granted pursuant to Resolution numbered 6 set out in the Notice, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing this Resolution."

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

Singapore, 31 March 2026

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:
201 Henderson Road
#07-11/12 & #08-11/12
Apex @ Henderson
Singapore 159545

Principal Place of Business in Hong Kong:
Unit 1402, Lucky Centre
165–171 Wanchai Road
Wanchai, 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. Wang Liang; and the independent non-executive Directors are Ms. Florence Kang Lee Ngo, Mr. Yeo Teck Chuan and Mr. Wong Yee Leong.

Notes:

1. Any member of the Company (the "**Member**") entitled to attend and vote at the AGM 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 AGM 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 AGM 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 AGM 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 AGM or its adjournment (as the case may be).

4. For determining the entitlement of the Members to attend and vote at the AGM, the register of members of the Company ("**Register of Members**") will be closed from Monday, 15 June 2026 to Thursday, 18 June 2026 (both days inclusive), during which period no transfer of Shares will be effected. To qualify for attending and voting at the AGM, 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 Friday, 12 June 2026. The record date of determining the Shareholder' eligibility to attend and vote at the AGM is Thursday, 18 June 2026.

5. In relation to the proposed resolutions numbered 2(a) to (b) above, Mr. Yeo Teck Chuan and Mr. Wong Yee Leong will retire from office at the AGM pursuant to the articles of association of the Company and, being eligible, offer themselves for re-election. Details of the above Directors are set out in Appendix I to the Company's circular dated 31 March 2026 (the "**Circular**").

6. In relation to the proposed resolution numbered 4 above, the Board concurs with the views of the audit committee of the Board and has recommended that Baker Tilly TFW LLP be re-appointed as the independent auditor of the Company.

7. In relation to the proposed resolution numbered 5 above, approval is being sought from the Members for the grant to the Directors of a general and unconditional mandate to authorise the allotment and issue of Shares under the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares.

8. In relation to the proposed resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares only in the circumstances which they consider appropriate for the benefit of the Company and the Members as a whole. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix II to the Circular.

9. 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 AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

10. 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 AGM 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.

11. The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.