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republic healthcare

The Future Of Healthcare, Now

Republic Healthcare Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8357)

(I) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 20 JUNE 2025; (II) APPOINTMENT OF AN NON-EXECUTIVE DIRECTOR ; AND (III) ESTABLISHMENT OF NEW SUBSIDIARIES

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The board (the "Board") of directors (the "Directors", and each a "Director") of Republic Healthcare Limited (the "Company", together with its subsidiaries, the "Group") is pleased to announce that all the proposed resolutions as set out in the notice of the annual general meeting of the Company dated 28 March 2025 and the supplemental notice dated 5 June 2025 (collectively the "AGM Notice" and the "Proposed Resolutions", respectively) were duly passed by the holders (the "Shareholders") of the Company's ordinary shares (the "Shares") by way of poll at the AGM held on Friday, 20 June 2025 (the "2025 AGM"). All Directors attended the 2025 AGM in person or by electronic means.

As at the date of the 2025 AGM, there were 624,000,000 issued Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2025 AGM. There were no Shares entitling the Shareholders to attend but abstain from voting in favour of the Proposed Resolutions at the 2025 AGM as set out in Rule 17.47A of the Rules (the "GEM Listing Rules") Governing the Listing of Securities on GEM of the Stock Exchange ("GEM").

Computershare Hong Kong Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, was appointed and acted as the scrutineer for the vote-taking at the 2025 AGM.

The poll results in respect of all the Proposed Resolutions put to the vote of the 2025 AGM are set out as follows:

ORDINARY RESOLUTIONS		Number of Votes (% or Approximate %)[Note 1]	
		For	**Against**
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 2024.	355,805,000 (100.00%)	0 (0.00%)
2.	(a) To re-elect Dr. Tan Cher Sen Alan as an independent non-executive director of the Company.	355,805,000 (100.00%)	0 (0.00%)
	(b) To re-elect Ms. Florence Kang Lee Ngo as an independent non-executive director of the Company.	355,805,000 (100.00%)	0 (0.00%)
3.	To authorise the board of directors of the Company (the "Board") to fix the remuneration of the directors of the Company (the "Directors") for the year ending 31 December 2025.	355,805,000 (100.00%)	0 (0.00%)
4.	To re-appoint Baker Tilly TFW LLP as the independent auditor of the Company and authorise the Board to fix its remuneration.	355,805,000 (100.00%)	0 (0.00%)
5.	To grant a general and unconditional mandate to the Directors to allot, issue and otherwise deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of the passing of this resolution.	355,805,000 (100.00%)	0 (0.00%)
6.	To grant a general and unconditional mandate to the Directors to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of the passing of this resolution.	355,805,000 (100.00%)	0 (0.00%)
7.	Conditional upon the passing of resolutions numbered 5 and 6 set out in the AGM Notice, to extend the general and unconditional mandate granted by resolution numbered 5 by adding thereto the Shares repurchased pursuant to the general and unconditional mandate granted by resolution numbered 6.	355,805,000 (100.00%)	0 (0.00%)
8.	To appoint Mr. Wang Liang a non-executive director of the Company.	355,805,000 (100.00%)	0 (0.00%)

SPECIAL RESOLUTION		For	Against
9.	That subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands having been obtained, the Chinese name of "生命方舟醫療健康集團有限公司" be adopted as the dual foreign name of the Company (the "Adoption of Chinese Name") with effect from the date on which the certificate of incorporation is issued by the Registrar of Companies in the Cayman Islands; and that any one or more of the directors of the Company or the secretary of the Company be and is/are hereby authorised to do all such acts and things and to execute all such documents and make all such arrangements as he/she/they consider necessary, desirable or expedient to implement and give effect to the Adoption of Chinese Name and to attend to any necessary registration and/or filing in the Cayman Islands or Hong Kong for and on behalf of the Company.	355,805,000 (100.00%)	0 (0.00%)

Notes:

1. The number of votes and the percentage or the approximate percentage of the total votes as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the 2025 AGM in person, by authorised representative or by proxy.

2. For the full text of the Proposed Resolutions, please refer to the AGM Notice.

As more than half of the votes from the Shareholders (including proxies) attending and having the rights to vote on the ordinary resolutions at the 2025 AGM were cast in favor of the ordinary resolutions numbered 1 to 8, each of the resolutions was duly passed as an ordinary resolution of the Company.

Furthermore, as more than 75% of the votes from the Shareholders (including proxies) attending and having the rights to vote on the special resolution at the 2025 AGM were cast in favor of the special resolution numbered 9, such resolution was duly passed as a special resolution of the Company.

APPOINTMENT OF A NON-EXECUTIVE DIRECTOR

As approved by ordinary resolution numbered 8 at the 2025 AGM, the Board announces that Mr. Wang Liang ("Mr. Wang") has been appointed as a non-executive Director with effect from the conclusion of the 2025 AGM.

For details of Mr. Wang's biography and other information required by the GEM Listing Rules, please refer to the supplemental circular for the 2025 AGM dated 5 June 2025.

Save as disclosed in the supplemental circular of the Company dated 5 June 2025, as at the date of this announcement, Mr. Wang (i) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (the latter two terms as respectively defined in the GEM Listing Rules) of the Company; (ii) does not have or is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance; (iii) did not hold any directorship in any public companies, the securities of which are listed in Hong Kong or overseas in the last three years; and (iv) did not hold any other position in the Company or any of its subsidiaries. There is no other information relating to the appointment of Mr. Wang that is required to be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters in relation to the appointment of Mr. Wang that need to be brought to the attention of the shareholders of the Company.

The Board welcomes Mr. Wang on his new appointment.

ESTABLISHMENT OF NEW SUBSIDIARIES

Reference is made to the voluntary announcements of the Company dated 19 December 2024 and 11 April 2025 in relation to (i) the cooperation between the Company and Shenzhen R. Lifenergy Co., Ltd.* (深圳市融匯仁和生命科技有限公司); and (ii) the intended capital injection by the Company or its subsidiary in Chengdu Langgu Biotechnology Co., Ltd.* (成都朗谷生物科技股份有限公司) (the "Capital Injection").

To provide business update to the Shareholders and potential investors of the Company on the Group's business development, the Board is pleased to announce that for implementation of the Capital Injection, the Company has completed the registration of two subsidiaries in Hong Kong and Shenzhen, named Life Ark Biotechnology Limited (生命方舟生物科技有限公司) and Life Ark (Shenzhen) Technology Co., Ltd.* (生命方舟(深圳)科技有限公司).

* *For identification purpose only*

As at the date of this announcement, no definitive agreement in relation to the Capital Injection has been entered into by the parties. In the event that the Capital Injection materialises, the Company will comply with the relevant requirements under the GEM Listing Rules and make further disclosure in accordance with all the applicable requirements as and when appropriate.

For and on behalf of
Republic Healthcare Limited
Tan Cher Sen Alan
Chairman and Executive Director

Singapore, 20 June 2025

As at the date of this announcement, the executive Director is Dr. Tan Cher Sen Alan (Chairman); non-executive Director is Wang Liang; and the independent non-executive Directors are Mr. Yeo Teck Chuan, Mr. Wong Yee Leong and Ms. Florence Kang Lee Ngo.

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 website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of its publication. This announcement will also be published on the website of the Company at republichealthcare.asia.