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healthcare**

The Future Of Healthcare, Now

## **REPUBLIC HEALTHCARE LIMITED**

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 8357



**THIRD  
QUARTERLY  
REPORT  
2023**

## **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE” AND THE “GEM”, RESPECTIVELY)**

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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This report, for which the directors of Republic Healthcare Limited (the “Company”, together with its subsidiaries (the “Group”) and the “Directors”, respectively) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (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 report 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 in this report misleading.

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## 2023 FINANCIAL HIGHLIGHTS (UNAUDITED)

For the nine months ended 30 September 2023 (the “**Period**”), the Group recorded a revenue of approximately S\$7.9 million, an increase of 18.1% from approximately S\$6.5 million in the corresponding period in 2022 (the “**Corresponding Period**”).

The gross profit of the Group for the Period was approximately S\$5.2 million, an increase of approximately 22.5% from approximately S\$4.2 million when compared with the Corresponding Period.

The increase in gross profit was primarily due to an increase in revenue, with the removal of most Covid-19 restrictions in Singapore, including the removal of all travel restrictions related to Covid-19, being a key factor in increasing the clinics' revenue performance. This led to an increase in the number of people seeking medical care, as foreign patients returned to seek timely, high-quality medical treatment in Singapore.

In view of the above, the Group recorded a lower net loss after tax of approximately S\$0.4 million for the Period, compared with a net loss of approximately S\$1.2 million for the Corresponding Period. While it is evident that the business environment is showing signs of improvement, the Group remains cautiously optimistic due to concerns over the potential negative impact of various external factors. While core inflation in Singapore has declined significantly in the third quarter of the year, compared to its peak in the first quarter of 2023, global food and energy prices increases caused by the looming war between Hamas and Israel, as well as the risk of an escalation of the war in Ukraine and geopolitical tensions between major powers, could lead to further inflationary pressures. These external factors could add a higher level of uncertainty to the outlook for global economic growth, which, in turn, has the potential to negatively affect the overall business environment in Singapore.

The Board of Directors (the “**Board**”) has resolved not to declare the payment of a dividend for the Period (the Corresponding Period: Nil).

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2023

|  | Notes | Three months ended<br>30 September |                            | Nine months ended<br>30 September |                            |
|--|-------|------------------------------------|----------------------------|-----------------------------------|----------------------------|
|  |       | 2023<br>(unaudited)<br>S\$         | 2022<br>(unaudited)<br>S\$ | 2023<br>(unaudited)<br>S\$        | 2022<br>(unaudited)<br>S\$ |
| Revenue  | 3     | 2,466,646                          | 2,290,055                  | 7,870,104                         | 6,456,655                  |
| Other income   |       | 104,736                            | 191,559                    | 317,798                           | 718,833                    |
| Consumables and medical supplies used  |       | (579,220)                          | (548,530)                  | (1,806,473)                       | (1,607,243)                |
| Medical professional costs   |       | (206,077)                          | (228,402)                  | (662,272)                         | (642,334)                  |
| Employee benefits expenses   |       | (1,062,723)                        | (976,605)                  | (3,356,913)                       | (3,407,533)                |
| Spice Purchase   |       | 1,650                              | —                          | (246,600)                         | —                          |
| Depreciation of plant and equipment  |       | (53,456)                           | (54,944)                   | (161,839)                         | (227,538)                  |
| Depreciation of right-of-use assets  |       | (149,240)                          | (159,317)                  | (453,405)                         | (573,938)                  |
| Interest expense on lease liabilities  |       | (17,239)                           | (12,532)                   | (40,055)                          | (45,650)                   |
| Other operating expenses   |       | (663,718)                          | (468,934)                  | (1,875,096)                       | (1,567,495)                |
| Loss before income tax from continuing operations  |       | (158,641)                          | 32,350                     | (414,751)                         | (939,980)                  |
| Income tax expense/(income)  | 4     | —                                  | —                          | (4,948)                           | (369)                      |
| Net loss for the period from continuing operations   |       | (158,641)                          | 32,350                     | (419,699)                         | (940,349)                  |
| Discontinued operations  |       |                                    |                            |                                   |                            |
| Loss for the period from discontinued operations   |       |                                    |                            | —                                 | (237,400)                  |
| Items that may be reclassified subsequently to profit or loss  |       |                                    |                            |                                   |                            |
| — Net gain/(loss) relating to foreign currency transaction differences arising from consolidation                              |       | (5,569)                            | 1,465                      | (4,833)                           | (653)                      |
| (Loss)/Profit and total comprehensive (loss)/income attributable to owners of the Company for the period                       |       | (164,210)                          | 33,815                     | (424,532)                         | (1,178,402)                |
| <b>(Loss)/Earnings per share attributable to owners of the Company for the period (expressed in Singapore cents per share)</b> |       |                                    |                            |                                   |                            |
| Basic and diluted  | 5     | (0.03)                             | 0.01                       | (0.07)                            | (0.19)                     |

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2023

|   | Attributable to equity holders of the Company |               |                              |                                  |                   |             | Non-controlling interests | Total equity |
|---|---|---------------|------------------------------|----------------------------------|-------------------|-------------|---------------------------|--------------|
|   | Share capital                                 | Share premium | Currency translation reserve | Other reserves <sup>(Note)</sup> | Retained earnings | Total       |                           |              |
|   | S\$   | S\$           | S\$                          | S\$                              | S\$               | S\$         |                           |              |
| Balance at 1 January 2022                                   | 1,076,888                                     | 14,066,878    | (14,402)                     | 420,000                          | 43,668            | 15,593,032  | —                         | 15,593,032   |
| Loss for the financial year                                 | —   | —             | —                            | —                                | (1,468,323)       | (1,468,323) | —                         | (1,468,323)  |
| Currency translation differences arising on consolidation   | —   | —             | (7,615)                      | —                                | —                 | (7,615)     | —                         | (7,615)      |
| Total comprehensive (loss)/income for the financial year    | —   | —             | (7,615)                      | —                                | (1,468,323)       | (1,475,938) | —                         | (1,475,938)  |
| Balance as at 31 December 2022 and 1 January 2023 (audited) | 1,076,888                                     | 14,066,878    | (22,017)                     | 420,000                          | (1,424,655)       | 14,117,094  | —                         | 14,117,094   |
| Loss for the financial period                               | —   | —             | —                            | —                                | (419,699)         | (419,699)   | —                         | (419,699)    |
| Currency translation difference on consolidation            | —   | —             | (4,833)                      | —                                | —                 | (4,833)     | —                         | (4,833)      |
| Total comprehensive (loss)/income for the financial period  | —   | —             | (4,833)                      | —                                | (419,699)         | (424,532)   | —                         | (424,532)    |
| Balance as at 30 September 2023 (unaudited)                 | 1,076,888                                     | 14,066,878    | (26,850)                     | 420,000                          | (1,844,354)       | 13,692,562  | —                         | 13,692,562   |

Note: Other reserves as at 30 September 2023 represented the difference between the consideration paid by the Company and the share capital of Get Republic Pte Ltd, Dtap @ Holland V Pte Ltd, Dtap @ Somerset Pte Ltd, Republic Healthcare Pte Ltd, Republic Healthcare Holdings Pte Ltd and Z Aesthetics Clinic Pte Ltd.

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the nine months ended 30 September 2023

## 1 General Information and Reorganisation

The Company was incorporated in the Cayman Islands on 3 January 2018 as an exempted company with limited liability under the Companies Law (Cap 22, Law of 1961 as consolidated and revised) of the Cayman Islands. The address of the Company's registered office is 5th Floor, Genesis Building, Genesis Close, George Town, P.O. Box 446, Grand Cayman KY1-1106, Cayman Islands.

The Company is an investment holding company. The Company's subsidiaries (collectively, the "Group") are principally engaged in (i) the operating of medical clinics business in Singapore and the provision of management advisory services; (ii) pepper trading business (ceased in May 2023); and (iii) healthcare-related education business.

## 2 Basis of Presentation and Accounting Policies

The unaudited condensed consolidated financial statements have been prepared in accordance with all applicable International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board and the applicable disclosure provisions of the GEM Listing Rules. The Unaudited Condensed Consolidated Financial Statements should be read in conjunction with the Audited 2021 Consolidated Financial Statements. The accounting policies and methods of computation used in the Unaudited Condensed Consolidated Financial Statements are the same as those followed in the preparation of the Audited 2022 Consolidated Financial Statements.

All IFRSs effective for the accounting period commencing on 1 January 2023, together with the relevant transitional provisions, have been adopted by the Group in preparation for these Unaudited Condensed Consolidated Financial Statements. The adoption of these new/revised IFRSs does not result in changes to the Group's accounting policies and has no material effect on the amounts reported or the current or prior period.

Inter-company transactions, balances, and unrealised gains/losses on transactions between group companies are eliminated on consolidation.

These unaudited condensed consolidated financial statements have been reviewed by the audit committee of the Board (the "Audit Committee").

### 3 Revenue

Revenue represents the net amounts received and receivable for services rendered by the Group in the normal course of business to external customers. The following is an analysis of the Group's revenue from its major business activities:

|                                | Three months ended<br>30 September |                            | Nine months ended<br>30 September |                            |
|--------------------------------|------------------------------------|----------------------------|-----------------------------------|----------------------------|
|                                | 2023<br>(unaudited)<br>S\$         | 2022<br>(unaudited)<br>S\$ | 2023<br>(unaudited)<br>S\$        | 2022<br>(unaudited)<br>S\$ |
| <b>Medical services</b>        |                                    |                            |                                   |                            |
| Treatment services             | 1,493,654                          | 1,362,060                  | 4,621,785                         | 3,902,678                  |
| Medical investigation services | 620,999                            | 641,953                    | 1,952,374                         | 1,717,719                  |
| Consultation services          | 373,446                            | 286,042                    | 1,049,346                         | 836,259                    |
| Pepper Trading                 | (21,453)                           | —                          | 246,600                           | —                          |
|                                | <b>2,466,646</b>                   | 2,290,055                  | <b>7,870,104</b>                  | 6,456,655                  |

### 4 Income Tax Expense

Singapore corporate income tax has been provided at the rate of 17% on the estimated assessable profit for the nine months ended 30 September 2023 (30 September 2022: 17%).

No overseas profits tax has been calculated for entities of the Group that are incorporated in the BVI or the Cayman Island as they are exempted from tax (30 September 2022: Nil).

The amount of income tax expense charged to the unaudited condensed consolidated financial statements:

|                                | Three months ended<br>30 September |                            | Nine months ended<br>30 September |                            |
|--------------------------------|------------------------------------|----------------------------|-----------------------------------|----------------------------|
|                                | 2023<br>(unaudited)<br>S\$         | 2022<br>(unaudited)<br>S\$ | 2023<br>(unaudited)<br>S\$        | 2022<br>(unaudited)<br>S\$ |
| <b>Current tax:</b>            |                                    |                            |                                   |                            |
| Singapore profits tax/(income) | —                                  | —                          | (4,948)                           | (369)                      |



## 5 (Loss)/Earnings Per Share

### (a) Basic

Basic earnings per share is calculated by dividing the earnings attributable to owners of the Company by the number of ordinary shares in issue during the period.

|  | Three months ended<br>30 September                      |                            | Nine months ended<br>30 September |                            |
|--|---|----------------------------|-----------------------------------|----------------------------|
|  | 2023<br>(unaudited)<br>S\$                              | 2022<br>(unaudited)<br>S\$ | 2023<br>(unaudited)<br>S\$        | 2022<br>(unaudited)<br>S\$ |
|  | (Loss)/Profit attributable to the owners of the Company | (158,641)                  | 32,350                            | (419,699)                  |
| Weighted average number of ordinary shares for the purpose of basic and diluted earnings per share | 624,000,000   | 624,000,000                | 624,000,000                       | 624,000,000                |
| (Loss)/Earnings per share (S\$ cents per share)  | (0.03)  | 0.01                       | (0.07)                            | (0.19)                     |

The calculation of the basic earnings per share is based on the profit for the financial period attributable to owners of the Company and the number of ordinary shares in issue.

### (b) Diluted

The diluted earnings per share is the same as the basic earnings per share due to the absence of dilutive ordinary shares during the respective periods.

# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW

The Group is a leading medical general practice (“GP”) network accredited by the Ministry of Health of Singapore, operating in Singapore since 2010 under the brand “Dr. Tan & Partners” and now briefly known as “DTAP”. The Group provides convenient and quality care services for a variety of medical conditions, including but not limited to sexual health, men’s health, and women’s health. The Group’s private GP consists of mainly doctors and trained staff. The Group provides an all-round solution from diagnosis to treatment tailored to individual patient needs.

For the nine months ended 30 September 2023, the Group’s revenue increased by approximately S\$1.2 million, or 18.1%, to approximately S\$7.9 million, as compared to the nine months ended 30 September 2022. Revenue from consultation services, medical investigation services, and treatment services amounted to approximately S\$1.0 million, S\$2.0 million, and S\$4.6 million, respectively, which accounted for approximately 13.3%, 24.8% and 58.7% respectively, of the Group’s total revenue for the Period, please refer to “Financial Review” for further details.

## OUTLOOK AND PROSPECTS

Looking ahead, the Group expects the business environment to continue to improve at a slower pace due to uncertainties presented by the world events aforesaid. Demand for online healthcare lifestyle platforms is gaining traction and at a slower pace than expected and this could be due to the saturation of online telehealth services demand in Singapore. The group still sees the potential for online health and wellness services, which are complementary to its physical clinic services. The importance of digitization in healthcare will continue to grow, as it offers cost-effective and time-saving healthcare solutions for patients. As a next step, we plan to roll out this business model in other geographical locations through strategic partnership and/or regional outreach expansion to provide patients with greater accessibility to healthcare services.

The Group remains cautiously optimistic given the general business climate and the uncertainties arising from the developing war between Israel and Hamas as well as geopolitical and inflationary threats. The Group will strive to increase both its business revenue and profitability and to seek partnerships with external companies that can help increase shareholder value.

As at the date of this report, we operate five DTAP clinics including the clinics at Robertson, Novena, Holland Village, Kovan, and Paragon.

## FINANCIAL REVIEW

### Revenue

As at the end of the Period, the Group's revenue increased by approximately S\$1.2 million or 18.1% from approximately S\$6.5 million in the Corresponding Period to approximately S\$7.9 million in the Period. The increase in revenue performance was mainly due to the lifting of COVID-19 pandemic-related restrictions and the easing of global travel restrictions. As a result, we expect demand for our clinic services to recover, potentially to pre-pandemic levels.

For the three months ended 30 September 2023 ("FY2023Q3"), the Group's revenue increased by approximately S\$0.2 million or 7.8%, to approximately S\$2.5 million, as compared to the three months ended 30 September 2022 ("FY2022Q3"). Revenue from consultation services, medical investigation services and treatment services amounted to approximately S\$0.3 million, S\$0.6 million, and S\$1.5 million, respectively, representing approximately 15.1%, 25.2%, and 60.6% of the Group's total revenue in FY2023Q3.

### Gross profit and gross profit margin

The Group's gross profit increased by approximately S\$1.0 million from approximately S\$4.2 million for the Corresponding Period to approximately S\$5.2 million for the Period. The Group's gross profit margin increased marginally to approximately 65.2% for the Corresponding Period to approximately 65.5% for the Period due to the increase in the cost of drugs and medical services as a result of rising core inflation.

### Employee benefits expenses

Our employee benefits expenses decreased by approximately S\$0.1 million or 1.5% from approximately S\$3.4 million for the Corresponding Period to approximately S\$3.3 million for the Period.

### Depreciation

The decrease in depreciation of assets (plant, equipment, and right of use of assets) by approximately S\$0.1 million or 28.9% from approximately S\$0.3 million for the Corresponding Period to approximately S\$0.2 million is mainly due to the lower number of clinics and the 2 disposed business entities.

### Other operating expenses

The decline in other operating expenses was mainly due to a lower expenditure arising from marketing and advertorial expenses as well as expenses related to the closed clinics and the 2 disposed business entities during the Period.

## Total comprehensive loss for the period attributable to owners of the Company

As a result of the foregoing, the Group recorded a loss of approximately S\$0.4 million for the Period, representing a net decrease of S\$0.8 million against that of the Corresponding Period.

## DIVIDEND

The Board has resolved not to declare the payment of a dividend for the Period (the Corresponding Period: Nil).

## EMPLOYEES AND REMUNERATION POLICY

As at 30 September 2023, we had 36 employees in Singapore (As at 31 December 2022: 38 employees), all of whom were employed on a full-time basis. The remuneration package of our employees generally comprises basic salaries, discretionary bonuses and welfare benefits such as annual leave, sick leave, maternity leave, and childcare leave.

## LIQUIDITY, FINANCIAL RESOURCES AND FUNDING

During the Period, the Group financed its operations mainly through internally generated cash flows and capital contributions from the Company's shareholders (the "Shareholders").

As at 30 September 2023, we had cash and cash equivalents of approximately S\$11 million (31 December 2022: S\$10 million) and the Group had no bank borrowings (31 December 2022: Nil).

## GEARING RATIO

As at 30 September 2023, the gearing ratio of the Group was approximately 9.5% (31 December 2022: 5.7%). The Group's gearing ratio is calculated based on the total debt divided by the total equity at the end of the Period. As of 30 September 2023, the Group's lease liabilities were approximately S\$1.3 million (31 December 2022: S\$1.0 million).

We believe that our liquidity position would further be strengthened by using a combination of cash generated from operating activities and the net proceeds from the Share Offer (the "Net Proceeds"). Going forward, we intend to use working capital in accordance with the section headed "Business Objectives and Future Plans" in the prospectus of the Company dated 1 June 2018 (the "Prospectus").

## **CAPITAL STRUCTURE**

As at 30 September 2023, the capital structure of the Group only comprises the share capital, retained earnings, share premium, and other reserves.

As of 30 September 2023, the number of issued ordinary shares of the Group was 624,000,000 shares (As at 31 December 2022: 624,000,000 shares). The Company's capital comprises ordinary shares and capital reserves. The Group finances its working capital requirements mainly through a combination of our cash flows generated from operations and proceeds from share offer for the Period, the capital structure of the Group consisted of equity attributable to owners of the Company of approximately S\$14.3 million.

## **FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS**

Saved as disclosed in this Report, the Group does not have other plans for material investments and capital assets.

## **SIGNIFICANT INVESTMENTS OR MATERIAL ACQUISITIONS AND DISPOSALS**

During the three months ended 30 September 2023, the Group did not make any significant investments or material acquisitions and disposal of subsidiaries, associates or joint ventures.

## **COMMITMENTS AND CONTINGENT LIABILITIES**

As at 30 September 2023, the Group had no material commitment and contingent liabilities.

## **TREASURY POLICIES**

The management will continue to follow a prudent policy in managing the Group's cash balances and maintain a strong and healthy liquidity to ensure that the Group is well placed to take advantage of future growth opportunities.

## **FOREIGN EXCHANGE EXPOSURE**

The Group operates mainly in Singapore and transacts mainly in Singapore dollar, which is the functional currency of the majority of the Group's operating subsidiaries. However, the Group retained certain amount of proceeds from the Share Offer in Hong Kong dollar for operational purposes.

## **CHARGE ON ASSETS**

As at 30 September 2023, there were no charges on the Group's assets.

## **SIGNIFICANT EVENT AFTER THE PERIOD**

Save as disclosed above, there has been no significant event that affected the Group after 30 September 2023 and up to the date of this report.

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## CORPORATE GOVERNANCE PRACTICES

The Company is firmly committed to maintaining and ensuring a high level of corporate governance standards and will review and improve the corporate governance practices and standards constantly. The Company has adopted and has complied with all the applicable code provisions of the Corporate Governance Code contained in Appendix 15 to the GEM Listing Rules (the “**CG Code**”) during the Period.

During the nine months ended 30 September 2023, the Company has adopted and has complied with all applicable code provisions as set out in the CG Code contained in Appendix 15 of the GEM Listing Rules, except for the following deviation.

### Chairman and chief executive officer

CG Code provision C.2.1 stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Dr. Tan Cher Sen Alan is the chairman of the Company and, since the resignation of Dr. Ng Siew Boon as the deputy chief executive officer on 26 June 2023, has also taken up the function of the chief executive officer of the Company.

In view that Dr. Tan is the founder of the Group and has been operating and managing the Group since 2010, the Board believes that it is in the best interest of the Group to have Dr. Tan taking up both roles for effective management and business development until the new chief executive officer of the Company is appointed. Therefore the Board considers that the deviation from the CG Code provision C.2.1 is appropriate in such circumstance.

## SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding the Directors’ securities transactions (the “**Own Code of Conduct**”) on terms no less exacting from the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the “**Required Standard of Dealings**”). In response to a specific enquiry made by the Company on each of the Directors, all Directors have confirmed that they had fully complied with the Required Standard of Dealings and the required standard set out in the Own Code of Conduct during the Period.

## SHARE OPTION SCHEME

A share option scheme (the “**Scheme**”) was approved and conditionally adopted on 18 May 2018 (the “**Adoption Date**”). The Scheme became effective on the Listing Date. The purpose of the Scheme is to advance the interests of our Company and the Shareholders by enabling our Company to grant options to attract, retain, and reward the eligible persons and to provide the eligible persons an incentive or reward for their contribution to our Group and by enabling such persons’ contribution to further advance the interests of our Group. Under the Scheme, the Directors may grant options to any eligible persons of the Group, including (1) any directors (whether executive or non-executive and whether independent or not) and any employee (whether full time or part time) of any member of our Group; (2) any consultants or advisers (in the areas of legal, technical, financial or corporate managerial) of our Group (whether on an employment or contractual or honorary basis or otherwise and whether paid or unpaid); any provider of goods and/or services to our Group; any customer of our Group; or any holder of securities issued by any member of our Group; and (3) any other person, who at the sole discretion of the Board, has contributed to our Group (the assessment criteria of which are (1) such person’s contribution to the development and performance of our Group; (2) the quality of work performed by such person for our Group; (3) the initiative and commitment of such person in performing his duties; (4) the length of service or contribution of such person to our Group; and (5) such other factors as considered to be applicable by the Board). Options granted are exercisable for a period (up to ten years from the date of grant of the option) as decided by the Board.

The exercise price (subject to adjustment as provided therein) of the option under the Scheme is equal to the highest of (i) the closing price per Share as stated in the Stock Exchange’s daily quotation sheet on the offer date which must be a business day; (ii) the average of the closing prices per Share as stated in the Stock Exchange’s daily quotation sheets for the five Business Days immediately preceding the offer date; or (iii) the nominal value of the Share on the offer date. The maximum number of shares in respect of which the options may be granted under the Scheme shall not exceed 10% of the issued share capital of the Company (i.e. 62,400,000 shares) at the date of Shareholders’ approval of the Scheme. However, the total maximum number of shares which may be issued upon exercise of all outstanding share options must not exceed 30% of the issued share capital of the Company from time to time. The number of shares in respect of which options may be granted to any one grantee in any 12-month period is not permitted to exceed 1% of the shares of the Company in issue on the last date of such 12-month period from time to time, without prior approval obtained from the Company’s shareholders. There is no minimum period for which an option must be held before it can be exercised unless otherwise determined by the Board at the time of grant. The amount payable by the grantee to the Company on acceptance of the offer shall be a nominal amount to be determined by the Board.



No share option has been granted or agreed to be granted by the Company under the Scheme since the Adoption Date and up to the date of this report. Therefore, no share options lapsed or were cancelled during the Period and there were no outstanding share options as at 30 September 2023.

## DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 September 2023, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong (the "SFO")) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be recorded in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

### Long position in the Shares

| Name of Director/<br>Chief Executive      | Capacity/<br>Nature of interest                             | Number of Shares/<br>underlying Shares<br>interested | Percentage of<br>the Company's<br>issued Shares |
|---|---|--|---|
| Dr. Tan Cher Sen Alan<br>("Dr. Alan Tan") | Interest of a controlled<br>corporation <sup>(Note 1)</sup> | 350,000,000 (L)                                      | 56.09%*   |

Note:

(1) These Shares are held by Cher Sen Holdings Limited ("Cher Sen"). The entire issued shares of Cher Sen are legally and beneficially owned by Dr. Alan Tan, the chairman of the Board and an executive Director. Accordingly, Dr. Alan Tan is deemed to be interested in all the Shares held by Cher Sen under Part XV of the SFO.

\* The percentage represents the total number of the Shares and the underlying Shares interested, if any, divided by the number of Shares in issue of 624,000,000 as at 30 September 2023.

## Long position in the shares of associated corporation

| Name of Director/<br>Chief Executive | Name of associated<br>corporation | Capacity/<br>Nature of interest | Number of<br>shares held | Percentage<br>of interest |
|--------------------------------------|-----------------------------------|---------------------------------|--------------------------|---------------------------|
| Dr. Alan Tan <sup>(Note 2)</sup>     | Cher Sen <sup>(Note 1)</sup>      | Beneficial owner                | 1                        | 100%                      |

### Notes:

- (1) Cher Sen is a direct Shareholder and is an associate corporation of the Company within the meaning of Part XV of the SFO.
- (2) Dr. Alan Tan is a director of Cher Sen.

Saved for the disclosed above, as at 30 September 2023, none of the Directors nor the chief executive of the Company had any interests and short positions in any shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of SFO), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) to be recorded in the register referred to therein pursuant to Section 352 of the SFO; or (c) to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

## SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTEREST AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2023, so far as is known to the Directors, the following entity, other than the Directors and the chief executive of the Company, had interests or short positions in the Shares and underlying Shares as recorded in the register required to be kept by the Company under Section 336 of the SFO:

| Name of Shareholder                                       | Capacity/<br>Nature of interest | Number of<br>Shares interested<br>or held <sup>(Note 1)</sup> | Percentage of<br>interest |
|---|---------------------------------|---|---------------------------|
| Cher Sen <sup>(Note 2 and 3)</sup>                        | Beneficial owner                | 350,000,000 (L)   | 56.09%*                   |
| Rivera Vanjill Esteban<br>("Ms Jill") <sup>(Note 4)</sup> | Interest of spouse              | 350,000,000 (L)   | 56.09%*                   |

Notes:

- (1) The Letter "L" denotes the entity's long position in the relevant Shares.
- (2) Cher Sen is a direct Shareholder of the Company.
- (3) Cher Sen is legally and beneficially owned as to 100% by Dr. Alan Tan.
- (4) Ms. Jill being the spouse of Dr. Alan Tan, is deemed, or taken to be interested in the Shares in which Dr. Alan Tan is interested for the purpose of the SFO.

\* The percentage represents the number of the Shares interested divided by the number of Shares in issue of 624,000,000 as at 30 September 2023.

Saved for the disclosed above, as at 30 September 2023, so far as is known by or otherwise notified to the Directors, no other entity (other than a Director or the chief executive of the Company) had interests and short positions in the Shares and underlying Shares as required to be recorded in the register to be kept by the Company under Section 336 of the SFO.

## **DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS IN COMPETING BUSINESS**

None of the Directors or the controlling Shareholders or their respective close associates (as defined under the GEM Listing Rules) had any business or interest in a business apart from the Group's business which had competed or was likely to compete, either directly or indirectly, with the businesses of the Group and any other conflicts of interest which any such person or entity had or might have with the Group during the Period.

## **PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

During the Period, the Company did not redeem any of its listed securities, nor did the Company or any of its subsidiaries purchase or sell such securities.

## **REVIEW BY AUDIT COMMITTEE**

The Audit Committee of the Board (the "AC") was established on 18 May 2018 with written terms of reference in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and code provisions C.3.3 of the CG Code as set out in Appendix 15 to the GEM Listing Rules. The primary duties of the AC are, among other things, to make recommendations to the Board on the appointment, re- appointment and removal of external auditors and to review and monitor the financial reporting process, risk management and internal control systems of the Group. The AC currently comprises all the three independent non-executive Directors ("INEDs"), namely Mr. Yeo Teck Chuan, Mr. Wong Yee Leong and Mr. Kevin John Chia. Mr. Yeo Teck Chuan is the chairman of the AC. The AC has reviewed the unaudited condensed consolidated financial statements and this report and is of the view that such statements and report have been prepared in compliance with the applicable accounting standards, the GEM Listing Rules and other legal requirements, and that adequate disclosures have been made.

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

Singapore, 2 November 2023

*As at the date of this report, the executive Director is Dr. Tan Cher Sen Alan (Chairman) and the independent non-executive Directors are Mr. Yeo Teck Chuan, Mr. Kevin John Chia and Mr. Wong Yee Leong.*