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If you are in doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Boill Healthcare Holdings Limited (the “Company”), you should at once hand this circular with the enclosed proxy form to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Boill Healthcare Holdings Limited

保集健康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1246)

(1) PROPOSALS FOR GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES; (2) RE-ELECTION OF RETIRING DIRECTORS; (3) RE-APPOINTMENT OF AUDITOR; AND (4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting (the “2020 AGM”) of the Company to be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 28 August 2020 at 11:00 a.m. is set forth on pages 15 to 19 of this circular.

A proxy form is enclosed with this circular. Such proxy form is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.boillhealthcare.com.hk). Irrespective of whether you are able to attend and vote at the 2020 AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding the 2020 AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the 2020 AGM or any adjournment thereof (as the case may be) should you so desire.

PRECAUTIONARY MEASURES FOR THE 2020 AGM

To safeguard the health and safety of the Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the 2020 AGM, including without limitation:

- Compulsory temperature checks and health declarations will be conducted.
- Wearing of face masks is compulsory at any time within the meeting venue and throughout the 2020 AGM.
- There will be no distribution of gifts and no refreshments.

Any person who does not comply with any of the precautionary measures may be denied entry into the meeting venue. Shareholders are encouraged to exercise their rights to vote at the 2020 AGM by appointing the chairman of the 2020 AGM as their proxy to vote on the relevant resolutions at the meeting as an alternative to attending the 2020 AGM in person.

21 July 2020

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DEFINITIONS

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

“2020 AGM”	the annual general meeting of the Company to be convened and held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 28 August 2020 at 11:00 a.m., the notice of which is set out on pages 15 to 19 of this circular;
“AGM Notice”	the notice convening the 2020 AGM set out on pages 15 to 19 of this circular;
“Articles of Association” or “Articles”	the memorandum and articles of association of the Company adopted on 22 September 2013 and as amended from time to time by resolution of the Shareholders;
“Auditor”	the independent auditor of the Company;
“Board”	the board of Directors;
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted at the 2020 AGM to the Directors to exercise all the powers of the Company to buy back Shares of not exceeding 10% of the total number of the issued Shares as at the date of passing of such resolution, for such period until the conclusion of the next annual general meeting of the Company or such earlier period as set out in resolution no. 7 in the AGM Notice;
“close associate”	has the same meaning ascribed to it under the Listing Rules;
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time;
“Company”	Boill Healthcare Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares in which are listed on the Stock Exchange (stock code: 1246);
“controlling shareholder(s)”	has the same meaning ascribed to it under the Listing Rules;
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules;
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;

DEFINITIONS

“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted at the 2020 AGM to the Directors to exercise all the powers of the Company to allot, issue, or otherwise deal with additional Shares up to 20% of the total number of the issued Shares as at the date of passing of such resolution, for such period until the conclusion of the next annual general meeting of the Company or such earlier period as set out in resolution no. 6 in the AGM Notice;
“Latest Practicable Date”	16 July 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong;
“Share(s)”	share(s) of HK\$0.025 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholders”	has the same meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Codes on Takeovers and Mergers published by the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time; and
“%”	per cent or percentage.

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



Boill Healthcare Holdings Limited

保集健康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1246)

Executive Directors:

Mr. Dai Dong Xing (*Chairman*)

Mr. Zhang Sheng Hai

Non-executive Director:

Mr. Chui Kwong Kau

Independent non-executive Directors:

Mr. Chan Chi Keung Billy

Mr. Xu Liang Wei

Mr. Wang Zhe

Registered office:

P.O. Box 1350,

Clifton House

75 Fort Street

Grand Cayman KY1-1108

Cayman Islands

*Head office and Principal place of
business in Hong Kong:*

Unit 3704, 37/F

Shun Tak Centre West Tower

168–200 Connaught Road Central

Sheung Wan

Hong Kong

21 July 2020

Dear Sir or Madam,

- (1) PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND BUY-BACK SHARES;**
- (2) RE-ELECTION OF RETIRING DIRECTORS;**
- (3) RE-APPOINTMENT OF AUDITOR; AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in connection with the resolutions to be proposed at the 2020 AGM relating to, *inter alia*, (i) the granting of general mandates to issue and buy-back Shares; (ii) the re-election of the retiring Directors; (iii) the re-appointment of the Auditor; and (iv) the notice of the 2020 AGM at which the above resolutions will be proposed to be considered and, if thought fit, approved. A notice of the 2020 AGM is set forth on pages 15 to 19 of this circular.

LETTER FROM THE BOARD

2. GRANTING OF THE ISSUE MANDATE AND THE BUY-BACK MANDATE

At the 2020 AGM, the Directors propose to seek the approval of the Shareholders to grant the Directors the Issue Mandate and the Buy-back Mandate.

Issue Mandate

The Company's existing mandate to issue Shares was approved by its then Shareholders at the Company's annual general meeting held on 23 August 2019. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the 2020 AGM.

An ordinary resolution will be proposed at the 2020 AGM to grant the Issue Mandate to the Directors. Based on 9,074,000,000 Shares in issue as at the Latest Practicable Date and on the assumption that no further Shares are issued and no Shares are bought back and cancelled after the Latest Practicable Date and up to the date of the 2020 AGM, the Directors will be allowed to allot, issue or otherwise deal with up to a maximum number of 1,814,800,000 new Shares if the Issue Mandate is granted at the 2020 AGM, which will remain in effect until the earlier 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, the Companies Law or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company (the "**Relevant Period**"). The Directors have no immediate plan for the issue by the Company of any new Shares pursuant to the Issue Mandate.

Buy-back Mandate

An ordinary resolution will be proposed at the 2020 AGM to grant the Buy-back Mandate to the Directors. The Buy-back Mandate, if granted, will be effective 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, the Companies Law or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement, as required by the Listing Rules to be sent to the Shareholders in connection with the Buy-back Mandate, is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the ordinary resolution to approve the Buy-back Mandate at the 2020 AGM.

LETTER FROM THE BOARD

3. EXTENSION OF THE ISSUE MANDATE

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Buy-back Mandate, an ordinary resolution will be proposed at the 2020 AGM to extend the Issue Mandate by the addition thereto the aggregate number of Shares bought back by the Company pursuant to the Buy-back Mandate provided that such number of Shares shall not exceed 10% of the total number of issued Shares as at the date of passing such resolution.

4. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors were Mr. Dai Dong Xing and Mr. Zhang Sheng Hai; the non-executive Director was Mr. Chui Kwong Kau; and the independent non-executive Directors were Mr. Chan Chi Keung Billy, Mr. Xu Liang Wei and Mr. Wang Zhe.

In accordance with article 108 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being shall retire from office by rotation, provided that every Director shall be subject to retirement by rotation at least once every three (3) years. A retiring Director shall be eligible for re-election. Accordingly, Mr. Zhang Sheng Hai and Mr. Wang Zhe will retire by rotation at the 2020 AGM and, being eligible, have offered themselves for re-election as Directors at the 2020 AGM.

Re-election of independent non-executive Director

Set out below are information relating to the resolution to be proposed at the 2020 AGM for re-electing Mr. Wang Zhe as independent non-executive Director pursuant to code provision A.5.5 of the Corporate Governance Code contained in Appendix 14 to the Listing Rules.

The Company has in place a nomination policy (the “**Nomination Policy**”) which sets out the selection criteria and procedures to be adopted when considering candidates to be appointed or re-elected as Directors. In assessing the re-election of Mr. Wang Zhe as independent non-executive Director, the nomination committee of the Company (the “**Nomination Committee**”) and the Board have considered his overall contribution and time commitment to the Company, and reviewed his experience and professional qualifications. In addition, the Nomination Committee has also taken into account the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, industry and length of service) set out in the board diversity policy of the Company (the “**Board Diversity Policy**”). The Nomination Committee and the Board consider Mr. Wang Zhe has the reputation for integrity to act as a director of the Company, and possesses broad and extensive experience and knowledge in the field of business administration to bring objective and independent judgement to the Board.

LETTER FROM THE BOARD

In assessing the independence of Mr. Wang Zhe, the Nomination Committee and the Board have reviewed the annual written confirmations of independence given by Mr. Wang Zhe with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee and the Board also note that Mr. Wang Zhe does not have any relationship with any Directors, or senior management or substantial or controlling shareholders of the Company, nor in any relationships or circumstances which would interfere with the exercise of his independent judgement as an independent non-executive Director. Based on the above, the Nomination Committee and the Board are satisfied that Mr. Wang Zhe has the required character, integrity, independence and experience to fulfil the role of independent non-executive Director and remains independent in accordance with the independence guidelines set out in the Listing Rules.

Recommendation of the Nomination Committee and the Board

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of each of the above retiring Directors with reference to the Nomination Policy and the Board Diversity Policy, as well as the Company's corporate strategy and the independence of all the independent non-executive Directors.

The Nomination Committee and the Board therefore recommend the re-election of each of the above retiring Directors at the 2020 AGM.

Details of each of the above retiring Directors who are subject to re-election at the 2020 AGM are set out in Appendix II to this circular pursuant to Rule 13.51(2) of the Listing Rules.

5. PROPOSED RE-APPOINTMENT OF AUDITOR

The financial statements of the Group for the year ended 31 March 2020 were audited by BDO Limited whose term of office will expire upon the conclusion of 2020 AGM.

The Board proposes to re-appoint BDO Limited as the Auditor and to hold office until the conclusion of the next annual general meeting of the Company.

6. 2020 AGM AND PROXY ARRANGEMENT

A notice convening the 2020 AGM to be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 28 August 2020 at 11:00 a.m. is set forth on pages 15 to 19 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, 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. Accordingly, each of the resolutions set out in the AGM Notice will be put to the vote by way of a poll.

LETTER FROM THE BOARD

A proxy form for use by the Shareholders at the 2020 AGM is enclosed with this circular. Irrespective of whether you are able to attend and vote at the 2020 AGM in person, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2020 AGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from subsequently attending and voting at the 2020 AGM or any adjournment thereof (as the case may be) should you so desire and in such event, the proxy form shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the 2020 AGM.

7. CLOSURE OF REGISTER OF MEMBERS

In order to establish entitlements to attend and vote at the 2020 AGM, the register of members of the Company will be closed from 24 August 2020 to 28 August 2020, both days inclusive, during which period no transfer of Shares will be registered. All transfers of Shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for the registration no later than 4:30 p.m. on 21 August 2020.

8. RECOMMENDATION

The Directors consider that the resolutions as set out in the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the 2020 AGM as set out in the 2020 AGM Notice.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

10. PRECAUTIONARY MEASURES FOR THE 2020 AGM

As at the Latest Practicable Date, many countries and regions around the world including Hong Kong are still devoting vigorous efforts to contain the COVID-19 pandemic. The situation is evolving and it is hard to predict when the crisis will end.

LETTER FROM THE BOARD

The health and safety of the Shareholders and staff are our top priority as we plan for the 2020 AGM. It is important that we continue to stay alert and help prevent the spread of the disease, and Shareholders are reminded to consider for themselves whether they should attend the 2020 AGM in person. The health risks posed by large scale gathering should not be underestimated.

In order to protect attending Shareholders and staff of the Company from the risk of infection, the Company will implement the following precautionary measures at the 2020 AGM:

- Compulsory temperature checks will be conducted for every Shareholder, proxy or other attendee at the entrance of the meeting venue. Any person with a body temperature of over 37.7 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- Any person who does not comply with the precautionary measures or is subject to any Hong Kong SAR Government prescribed quarantine may be denied entry into the meeting venue. Health declaration may be required.
- Each attendee shall wear a surgical face mask inside the meeting venue and throughout the meeting.
- There will be no distribution of gifts and no refreshments will be served.
- Appropriate seating spacing will be implemented to ensure safe distancing among attendees.

The Company also reminds Shareholders that attendance at the 2020 AGM in person is not necessary for the purpose of exercising their voting rights. Shareholders are encouraged to exercise their rights to vote at the 2020 AGM by appointing the chairman of the 2020 AGM as their proxy to vote on the relevant resolutions at the meeting as an alternative to attending the 2020 AGM in person.

The Company will closely monitor the COVID-19 pandemic situation and the latest guidelines and requirements of the HKSAR Government. In the event that the 2020 AGM has to be rescheduled due to the latest development of the COVID-19 pandemic, the Company will publish an announcement on the website of the Company at <http://www.boillhealthcare.com.hk> and the website of the Stock Exchange at <http://www.hkexnews.hk> to notify Shareholders of the date, time and place of the rescheduled meeting.

Yours faithfully,
For and on behalf of the Board
Boill Healthcare Holdings Limited
Dai Dong Xing
Executive Director and Chairman

This appendix serves as an explanatory statement as required under the Listing Rules to provide the requisite information to Shareholders for consideration of the Buy-back Mandate pursuant to Rule 10.06(1)(b) of the Listing Rules.

1. ISSUED SHARES

As at the Latest Practicable Date, the total number of Shares in issue was 9,074,000,000. Subject to the passing of the relevant resolution to approve the Buy-back Mandate and on the basis that no further Shares are allotted and issued or bought back and cancelled between the Latest Practicable Date and the date of the 2020 AGM, the Directors will be allowed to buy-back a maximum of 907,400,000 Shares, representing 10% of the issued share capital of the Company as at the date of the 2020 AGM, during the Relevant Period.

2. SOURCE OF FUNDS

The Directors propose that the buy-back of Shares under the Buy-back Mandate would be financed from the Company's internal resources. In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands. Any buy-back of Shares by the Company may only be made if the value of the Company's assets exceeds its liabilities and the Company is able to pay its debts as they fall due. The Company will not purchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

3. REASONS FOR SHARE BUY-BACK

Although the Directors have no present intention of exercising the proposed Buy-back Mandate, the Directors believe that the flexibility afforded by the proposed Buy-back Mandate would be beneficial to the Company and the Shareholders as a whole. An exercise of the Buy-back Mandate may, depending on market conditions at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such buy-back of Shares will benefit the Company and the Shareholders as a whole.

4. SHARE PRICES

During the previous twelve months before the Latest Practicable Date, the highest and lowest trade prices of the Shares on the Stock Exchange were as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
July	0.116	0.090
August	0.100	0.075
September	0.087	0.075
October	0.083	0.065
November	0.075	0.063
December	0.064	0.056
2020		
January	0.150	0.052
February	0.080	0.042
March	0.047	0.032
April	0.039	0.030
May	0.037	0.030
June	0.099	0.029
July (up to and including the Latest Practicable Date)	0.059	0.040

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Mandate and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined under the Listing Rules) have any present intention to sell any Shares to the Company under the Buy-back Mandate if the same is approved by the Shareholders at the 2020 AGM.

As at the Latest Practicable Date, no core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company or has undertaken not to do so if the Buy-back Mandate is approved by the Shareholders at the 2020 AGM.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a buy-back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholder's interest, 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.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Shareholders holding more than 5 per cent. of the issued share capital of the Company were as follows:

Name of Shareholder	Capacity/ Nature of interest	Long/short position	No. of Shares held	Approximate percentage of shareholding (Note 1)
Liyao Investment Limited (Note 2)	Beneficial owner	Long position	2,600,000,000	28.65%
Qiu Dongfang (Note 2)	Interest in controlled corporation	Long position	2,600,000,000	28.65%
Cai WeiJie	Beneficial owner	Long position	615,380,000	6.77%

Note 1: Based on 9,074,000,000 Shares in issue as at the Latest Practicable Date.

Note 2: Liyao Investment Limited is a company incorporated in the British Virgin Islands and is 100% owned by Mr. Qiu Dongfang.

In the event that the Directors exercise the Buy-back Mandate in full, Mr. Qiu Dongfang and parties acting in concert with him would be interested in 31.84% of the issued share capital of the Company, which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors has no intention to exercise the Buy-back Mandate to an extent which would render any Shareholder or a group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

In addition, the Directors will not buy back Shares if such buy-back would result in the number of the listed securities of the Company which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

7. MATERIAL ADVERSE CHANGE

As compared with the financial position of the Company as at 31 March 2020 (being the date to which the latest audited accounts of the Company have been made up), there might be a material adverse effect on the working capital or gearing position of the Company in the event that the Buy-back Mandate were to be carried out in full during the Relevant Period.

However, the Directors do not intend to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

8. SHARE BUY-BACK MADE BY THE COMPANY

The Company has not bought back any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the 2020 AGM pursuant to the Articles.

EXECUTIVE DIRECTOR

1. Mr. Zhang Sheng Hai (張生海)

Mr. Zhang Sheng Hai (“**Mr. Zhang**”), aged 43, has been appointed as an executive Director with effect from 14 August 2017. Mr. Zhang holds a business administration diploma from China University of Geosciences and a business administration degree from Southwest University of Science and Technology. Mr. Zhang has over 10 years of experience in real estate industry and has extensive experience in construction and management of real estate development.

Mr. Zhang is currently the general manager of Nanchang Shenbiao Real Estate Development Co., Limited, a wholly owned subsidiary of Boill Holding Group Company Limited (“**Boill Holding Group**”). He joined Boill Holding Group in 1994 and served as deputy manager, manager and general manager for various subsidiaries of Boill Holding Group during the period from 1994 to 2016. Mr. Zhang has been a director for various subsidiaries of Boill Holding Group since 2016.

Save as stated herein, as at the Latest Practicable Date, Mr. Zhang (i) has not previously held and is not holding any other positions with the Group; (ii) does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications; (iii) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Zhang entered into a director’s service contract with the Company, pursuant to which, the appointment of Mr. Zhang as an executive Director is for an initial term of 3 years commencing from 1 January 2019, which may be terminated by either party giving at least three months written notice. Mr. Zhang is entitled to a monthly salary of HK\$10,000 and a discretionary bonus which was determined by the Board upon the recommendation of the remuneration committee of the Company (the “**Remuneration Committee**”) with reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Zhang that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTOR

2. Mr. Wang Zhe (王喆)

Mr. Wang Zhe (“**Mr. Wang**”), aged 59, has been appointed as an independent non-executive Director with effect from 14 August 2017. He graduated from Southwestern University of Finance and Economic with a master’s degree in business administration. He is an economist and currently the secretary general for Association of Shanghai Internet Financial Industry, the vice chairman for Shanghai Financial Association, an independent director of Shanghai Pudong Development Bank Co., Ltd. (a company whose shares are listed on the Shanghai Stock Exchange with stock code: 600000) and external supervisor of China Everbright Bank Company Limited (stock code: 6818). Since September 1985, Mr. Wang has served as the deputy section chief for the General Office of the People’s Bank of China, manager and general manager for the Shenzhen Branch of China Gold Coin Incorporation, vice president for the Shenzhen Branch of China CITIC Bank, deputy general manager for China Gold Coin Incorporation, general manager, director-general and party secretary for Shanghai Gold Exchange and party secretary for China Foreign Exchange Trading System.

Save as stated herein, as at the Latest Practicable Date, Mr. Wang (i) has not previously held and is not holding any other positions with the Group; (ii) does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications; (iii) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Wang entered into a letter of appointment with the Company, pursuant to which, the appointment of Mr. Wang as independent non-executive Director is for an initial term of 3 years commencing from 14 August 2017 subject to retirement and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. Wang is entitled to an annual salary of HK\$120,000 which was determined by the Board upon the recommendation of the Remuneration Committee with reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Wang that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.



Boill Healthcare Holdings Limited

保集健康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1246)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Meeting**”) of Boill Healthcare Holdings Limited (the “**Company**”) will be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 28 August 2020 at 11:00 a.m., to consider and, if thought fit, to pass with or without amendments, the following:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “**Directors**”, each a “**Director**”) and the independent auditor of the Company for the year ended 31 March 2020.
2. To re-elect Mr. Zhang Sheng Hai as an executive Director.
3. To re-elect Mr. Wang Zhe as an independent non-executive Director.
4. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
5. To re-appoint BDO Limited as the independent auditor of the Company and to authorise the Board to fix their remuneration.
6. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of HK\$0.025 each in the share capital of the Company (the “**Share(s)**”) or securities convertible into such Shares or options, warrants, or similar right to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into Shares) which

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would or might require the exercise of such powers subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers (including but not limited to the power to allot, issue or otherwise deal with the additional Shares in the capital of the Company) during or after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of Shares or rights to subscribe for Shares in the capital of the Company; (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend pursuant to the articles of association of the Company (the “**Articles of Association**”) from time to time; or (iv) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20% of the total number of issued Shares as at the time of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.

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“**Rights Issue**” means an offer of Shares open for a period fixed by the Board to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

7. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back Shares in the share capital of the Company listed on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Listing Rules as amended from time to time or of any other stock exchange, 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 on behalf of the Company during the Relevant Period to procure the Company to buy back its shares at a price determined by the Directors;
- (c) the aggregate number of Shares bought back or agreed conditionally or unconditionally to be bought back by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of issued Shares as at the time of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting.”

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8. “**THAT** conditional upon the passing of resolutions nos. 6 and 7 as set out in this notice convening the Meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to resolution no. 6 as set out in this notice convening the Meeting of which this resolution forms part be and is hereby extended by the addition thereto the aggregate number of Shares bought back by the Company under the authority granted pursuant to resolution no. 7 as set out in this notice convening the Meeting of which this resolution forms part, provided that such number of Shares shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution.”

By order of the Board
Boill Healthcare Holdings Limited
Dai Dong Xing
Executive Director and Chairman

Hong Kong, 21 July 2020

Notes:

1. A proxy form for use at the Meeting is enclosed.
2. Any member of the Company entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. The proxy form shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
4. Where there are joint registered holders of any Shares, any one of such persons may vote at the above Meeting or any adjournment thereof (as the case may be), either personally 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 above Meeting personally or by proxy, one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
5. In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
6. No proxy form shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within 12 months from such date.
7. Delivery of the proxy form shall not preclude a shareholder from attending and voting in person at the Meeting and, in such event, the proxy form shall be deemed to be revoked.

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8. In order to establish entitlements to attend and vote at the Meeting, the register of members of the Company will be closed from 24 August 2020 to 28 August 2020, both days inclusive, during which period no transfer of Shares will be registered. All transfers of Shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for the registration no later than 4:30 p.m. on 21 August 2020.
9. In relation to the proposed resolution no. 5 above, the Board concurs with the views of the audit committee of the Company and has recommended that BDO Limited be re-appointed as the independent auditor of the Company.
10. An explanatory statement as required by the Listing Rules in connection with the buy-back mandate under resolution no. 7 above is set out in Appendix I to the circular of the Company dated 21 July 2020.
11. Details of the retiring Directors proposed to be re-elected as directors of the Company at the Meeting are set out in Appendix II to the circular of the Company dated 21 July 2020.
12. If tropical cyclone warning signal number 8 or above or "extreme conditions" caused by super typhoon, or a black rainstorm warning signal is in effect any time and remains in force 2 hours before the time of the Meeting, the Meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://www.boillhealthcare.com.hk> and the website of the Stock Exchange at <http://www.hkexnews.hk> to notify Shareholders of the date, time and place of the rescheduled meeting.

13. **PRECAUTIONARY MEASURES FOR THE MEETING**

To safeguard the health and safety of the shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the Meeting, including without limitation:

- Compulsory temperature checks and health declarations will be conducted.
- Wearing of face masks is compulsory at any time within the meeting venue and throughout the Meeting.
- There will be no distribution of gifts and no refreshments.

Any person who does not comply with any of the precautionary measures may be denied entry into the meeting venue. Shareholders are encouraged to exercise their rights to vote at the Meeting by appointing the chairman of the Meeting as their proxy to vote on the relevant resolutions at the meeting as an alternative to attending the Meeting in person.

14. As at the date of this notice, the Board comprises (i) two executive Directors, namely Mr. Dai Dong Xing and Mr. Zhang Sheng Hai; (ii) one non-executive Director, namely Mr. Chui Kwong Kau; and (iii) three independent non-executive Directors, namely Mr. Xu Liang Wei, Mr. Wang Zhe and Mr. Chan Chi Keung Billy.