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Boill Healthcare Holdings Limited

保集健康控股有限公司

(formerly known as “Ngai Shun Holdings Limited 毅信控股有限公司”)

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 01246)

DISCLOSEABLE TRANSACTION IN RELATION TO DISPOSAL OF LISTED SECURITIES

THE DISPOSAL

The Board hereby announced that the Company disposed on-market of a total of 12,708,000 Kingston Fin Shares in a series of transactions conducted on 26 October 2017, 27 October 2017 and 30 October 2017 for an aggregate gross sale proceeds of approximately HK\$71,923,137 (excluding transaction costs).

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios in relation to the Disposal exceeded 5% but less than 25%, the Disposal constituted a discloseable transaction for the Company and is therefore subject to the reporting and announcement requirement but exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

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The Disposal was made on the open market through the brokerage agent which is a third party independent of the Company and its connected persons (as defined in the Listing Rules) as at the relevant transaction dates.

Involved assets and relevant considerations

The Disposal involved 12,708,000 Kingston Fin Shares, representing approximately 0.09% of the issued share capital of Kingston Fin (based on 13,614,480,666 Kingston Fin Shares as at 30 September 2017 according to the monthly return of Kingston Fin dated 6 October 2017).

The consideration received for the Disposal was approximately HK\$71,923,137 (excluding transaction costs), which was received in cash on settlement. The realised fair value gain from the Disposal was approximately HK\$21,345,297, which would be recorded in profit or loss.

The considerations for the Disposal represented the market prices of the Kingston Fin Shares, at the relevant transaction dates.

INFORMATION OF KINGSTON FIN

Kingston Fin is a company incorporated in Bermuda with limited liability and is listed on the main board of the Stock Exchange (stock code: 1031). Kingston Fin is principally engaged in the provision of a wide range of financial services including securities brokerage, underwriting and placements, margin and initial public offering financing, corporate finance advisory services, futures brokerage and asset management services. Kingston Fin also provides gaming and hospitality services in Macau. According to the audited consolidated financial statements of Kingston Fin, the revenue, loss before and after taxation for the year ended 31 March 2017 were approximately HK\$2,879 million, HK\$1,782 million and HK\$1,493 million respectively; while the revenue, loss before and after taxation for the year ended 31 March 2016 were approximately HK\$3,115 million, HK\$2,030 million and HK\$1,703 million respectively.

REASONS FOR AND BENEFITS OF THE DISPOSAL

The Company, through its subsidiaries, is principally engaged in the foundation piling, property development, securities investment, and healthcare holiday resort development business.

The purpose of the Disposal is to realize investment gain and obtain additional cash flow. As a result of the Disposal, the Group is expected to recognize a gain of approximately HK\$21,345,297 which is calculated on the basis of the difference between the carrying value as at 30 September 2017 and the disposal price (exclusive of transaction costs). The Company intends to use the proceeds of the Disposal as general working capital of the Company for its future business development.

In view of the above, the Directors considered that the Disposal was fair and reasonable, on normal commercial terms and were in the interests of the Group and the Shareholders as a whole.

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DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Board”	the board of Directors
“Company”	Boill Healthcare Holdings Limited (保集健康控股有限公司), a company incorporated under the laws of the Cayman Islands, the shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Directors”	the directors of the Company

“Disposal”	disposal of a total of 12,708,000 Kingston Fin Shares at the total consideration of approximately HK\$71,923,137 (excluding transaction costs) on 26 October 2017, 27 October 2017 and 30 October 2017
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Kingston Fin”	Kingston Financial Group Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the main board of the Stock Exchange (stock code: 1031)
“Kingston Fin Shares”	ordinary shares of Kingston Fin
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“share(s)”	ordinary share(s) of HK\$0.025 each in the share capital of the Company
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	the lawful currency of Hong Kong
“%”	per cent.

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

Hong Kong, 30 October 2017

As at the date of this announcement, the Company has (i) four executive Directors, namely Mr. Dai Dong Xing, Mr. Mock Wai Yin, Dr. Wong Yun Kuen, 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. Hua Shan.

In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.