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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)

CONNECTED TRANSACTION PROVISION OF FINANCIAL ASSISTANCE

PROVISION OF FINANCIAL ASSISTANCE

The Board wishes to announce that on 7 February 2018 (after trading hours), Yueyang Nanhu Meishu, a wholly-owned subsidiary of the Company, entered into a Loan Agreement with Shanghai Jinshenglong, a non wholly-owned subsidiary of the Company, pursuant to which Yueyang Nanhu Meishu shall make available a Loan of RMB30,000,000 at an interest rate of 10% per annum to Shanghai Jinshenglong to meet its working capital requirements.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Liyao Investment Limited is entirely owned by Mr. Qiu Dongfang, and Liyao Investment Limited is interested in 2,600,000,000 Shares, representing approximately 28.65% of the entire issued share capital of the Company. Thus, Mr. Qiu Dongfang is a connected person of the Company under the Listing Rules. As Mr. Qiu Dongfang and his spouse indirectly own 32% of equity interest in the immediate holding company of Shanghai Jinshenglong and the Company indirectly owns 68% of equity interest in this immediate holding company of Shanghai Jinshenglong, Shanghai Jinshenglong is regarded as an associate of Mr. Qiu Dongfang. Accordingly, the provision of the Loan to Shanghai Jinshenglong by Yueyang Nanhu Meishu constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

The applicable percentage ratios (as set out in Rule 14.07 of the Listing Rules) for the provision of the Loan are more than 0.1% but all of the same does not exceed 5% and therefore, in accordance with Rule 14A.76(2) of the Listing Rules, the Loan is only subject to reporting and announcement requirement, but exempt from the circular and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

BACKGROUND

The Board wishes to announce that on 7 February 2018 (after trading hours), Yueyang Nanhu Meishu, a wholly-owned subsidiary of the Company, entered into a Loan Agreement with Shanghai Jinshenglong, a non wholly-owned subsidiary of the Company, pursuant to which Yueyan Nanhu Meishu shall make available a Loan of RMB30,000,000 at an interest rate of 10% per annum to Shanghai Jinshenglong to meet its working capital requirements.

Details of the Loan Agreement are as follows:

THE LOAN AGREEMENT

The principal terms of the Loan Agreement are as follows:

- Date:** 7 February 2018
- Parties:**
- (a) Yueyang Nanhu Meishu, a wholly-owned subsidiary of the Company, as the lender; and
 - (b) Shanghai Jinshenglong, a non-wholly-owned subsidiary of the Company, as the borrower.
- Subject Matter:** Yueyang Nanhu Meishu and Shanghai Jinshenglong entered into the Loan Agreement, pursuant to which Yueyang Nanhu Meishu agreed to advance the Loan in the principal amount of RMB30,000,000 to Shanghai Jinshenglong at an interest rate of 10% per annum.
- Interest rate:** The rate of interest applicable to the Loan shall be 10% per annum, which is determined with reference to, inter alia, the historical borrowing rate of the Company from financial institution(s).
- Drawdown:** The Loan will be drawn on the Advance Date.
- Term:** Subject to the early repayment as provided under the Loan Agreement, the term of the Loan shall be one year commencing from the Advance Date.
- Payment schedule:** The Loan will be wholly repayable on the Repayment Date or the occurrence of any one of the “default events” as provided in the Loan Agreement, whichever occurs earlier. Early repayment is permitted without any penalty or prepayment fee.

INFORMATION OF THE GROUP, YUEYANG NANHU MEISHU AND SHANGHAI JINSHENGLONG

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

Yueyang Nanhu Meishu is an indirect wholly-owned subsidiary of the Company incorporated in the PRC with limited liabilities and is principally engaged in property development in the PRC.

Shanghai Jinshenglong is an indirect non wholly-owned subsidiary of the Company incorporated in the PRC with limited liability and is principally engaged in operation and management of the healthcare holiday resort development business in the PRC.

REASONS FOR AND BENEFIT OF ENTERING INTO THE LOAN AGREEMENT

Shanghai Jinshenglong is still under the investment stage for the development of healthcare holiday resort development business. The intended use of the Loan will be the working capital for the development of healthcare holiday resort project at early stage and the provision of financial assistance will generate additional profit attributable to the Shareholders. The Loan was generated from the internal resource of the Group.

The terms of the Loan Agreement were determined on normal commercial terms after arm's length negotiation. The Directors (including the independent non-executive Directors) consider that the Loan Agreement, which has been entered into after arm's length negotiation between Shanghai Jinshenglong and Yueyang Nanhu Meishu, are not in the ordinary and usual course of business of the Group but are on normal commercial terms and the terms therein are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

There is no Director has a material interest in the Loan Agreement. Meanwhile, as Mr. Dai Dong Xing, an executive Director and Chairman of the Board, is also the director and legal representative of the Borrower, Mr. Dai Dong Xing has voluntarily abstained from voting at the relevant board meeting for approving the Loan Agreement. Apart from the above, none of the Directors has abstained (or is required to abstain) from voting on the board resolution for considering and approving the Loan Agreement and the transaction contemplated thereunder.

LISTING RULES IMPLICATIONS

As at the date of this announcement, Liyao Investment Limited is entirely owned by Mr. Qiu Dongfang, and Liyao Investment Limited is interested in 2,600,000,000 Shares, representing approximately 28.65% of the entire issued share capital of the Company. Thus, Mr. Qiu Dongfang is a connected person of the Company under the Listing Rules. As Mr. Qiu Dongfang and his spouse indirectly owned 32% of equity interest in the immediate holding company of Shanghai Jinshenglong and the Company indirectly owned 68% of equity interest in this immediate holding company of Shanghai Jinshenglong, Shanghai Jinshenglong is regarded as an associate of Mr. Qiu Dongfang. Accordingly, the provision of the Loan to Shanghai Jinshenglong by Yueyang Nanhu Meishu constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules.

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DEFINITIONS

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

“Advance Date”	8 February 2018
“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”	has the meaning as ascribed under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	the loan as stipulated in the Loan Agreement
“Loan Agreement”	the loan agreement dated 7 February 2018 entered into between Yueyang Nanhu Meishu and Shanghai Jinshenglong
“PRC”	the People's Republic of China, which excludes Hong Kong, Macau Special Administrative Region and Taiwan for the purpose of this announcement
“Repayment Date”	7 February 2019
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Jinshenglong”	Shanghai Jinshenglong Land Company Limited# (上海金盛隆置地有限公司), a company incorporated in the PRC
“Shareholders”	shareholders of the Company

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Term”	The term of the Loan, which is one year commencing from the Advance Date
“Yueyang Nanhu Meishu”	Yueyang Nanhu Meishu Properties Limited [#] (岳陽南湖美墅置業有限公司), a company incorporated in the PRC
“%”	per cent.

[#] *The English names of the Chinese entities are translation of their Chinese names and are included herein for identification purpose only.*

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

Hong Kong, 7 February 2018

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) four independent non-executive Directors, namely Mr. Xu Liang Wei, Mr. Wang Zhe, Mr. Hua Shan and Mr. Chan Chi Keung, Billy.