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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)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Boill Healthcare Holdings Limited (保集健康控股有限公司) (the “**Company**”) will be held at Room 1703–1704, WorldWide House, 19 Des Voeux Road Central, Central, Hong Kong at 10:00 a.m. on 14 September 2020 to consider and, if thought fit, to pass the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 25 August 2020 (the “**Circular**”):

ORDINARY RESOLUTIONS

1. “**THAT** subject to the fulfilment of all the conditions set out in the section headed “**Conditions of the Share Consolidation**” (the “**Conditions**”) in the Circular (a copy of which is tabled at the meeting and marked “A” and signed by the chairman of the meeting for identification purpose), with effect immediately following the date on which this resolution is passed or the Conditions are fulfilled (whichever is the later):
 - (a) Every ten (10) issued and unissued shares of HK\$0.025 each in the share capital of the Company be consolidated into one (1) share of HK\$0.25 each (each a “**Consolidated Share**”), such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum and articles of association of the Company (the “**Share Consolidation**”); and
 - (b) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he/she may consider necessary or desirable for the purpose of or in connection with or to give effect to the implementation of the Share Consolidation and to aggregate all fractional Consolidated Shares and sell them for the benefits of the Company.”

2. “**THAT**

- (a) the Agreement (a copy of which is tabled at the meeting and marked “B” and signed by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he/she may consider necessary or desirable for the purpose of or in connection with or to give effect to the Agreement and the transactions contemplated thereunder; and
- (c) the Whitewash Waiver, granted or to be granted by the Executive pursuant to the Note 1 on dispensations from Rule 26 of the Takeovers Code waiving any obligation on the part of the Vendor and parties acting in concert with it, to make a mandatory general offer for all the Shares that are not already owned or agreed to be acquired by the Vendor and parties acting in concert with it as a result of the Company allotting and issuing the Consideration Shares to the Vendor, be and is hereby approved.”

3. “**THAT**

the allotment and issue of the Consideration Shares in the principal amount of HK\$157,700,000 at the issue price of HK\$0.35 per Consideration Share to the Vendor (and/or its nominees as it may direct) be and are hereby approved.”

4. “**THAT**

subject to the Listing Committee having granted the listing of, and permission to deal in the Consideration Shares, the Directors be and are hereby granted the Specific Mandate which shall entitle the Directors to exercise all the powers of the Company to allot, issue and credited as fully paid, the Consideration Shares, on and subject to the terms and conditions of the Agreement, providing that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.”

By Order of the Board
Boill Healthcare Holdings Limited
Dai Dong Xing
Chairman

Hong Kong, 25 August 2020

Notes:

1. Any member entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her.
2. A proxy form for use at the EGM is enclosed in the Circular of the same date of this notice. The proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or the person duly authorised.
3. To be valid, this completed and signed proxy form and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be lodged at Tricor Investor Services Limited, the Company's branch share register and transfer office in Hong Kong, whose address is Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time for holding of the EGM or any adjournment thereof (as the case may be).
4. Where there are joint holders of any Shares, any one of such persons may vote at the EGM either personally, or by proxy, in respect of such Shares as if he were solely entitled thereto, and if more than one of such joint holders are present at the EGM personally or by proxy, the joint holder whose name stands first at the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote.
5. Completion and return of the proxy form will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the proxy form shall be deemed to be revoked.
6. If Typhoon Signal No. 8 or above, or "extreme conditions" caused by super typhoons, or a "black" rainstorm warning is in effect any time and remains in force 2 hours before the time of the EGM, the EGM will be postponed. The Company will publish an announcement on the website of the Company (<http://www.boillhealthcare.com.hk>) and on the website of the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled EGM.

As at the date of this announcement, the Company has (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. Chan Chi Keung Billy, Mr. Xu Liang Wei and Mr. Wang Zhe.