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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) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 14 SEPTEMBER 2020;
(2) SHARE CONSOLIDATION;
(3) CHANGE IN BOARD LOT SIZE;
AND
(4) GRANT OF THE WHITEWASH WAIVER**

References are made to the circular (the “**Circular**”) and the notice of the extraordinary general meeting (the “**EGM**”) (the “**Notice**”) of Boill Healthcare Holdings Limited (the “**Company**”) dated 25 August 2020 in relation to, among other things, (i) the Share Consolidation; (ii) the Change in Board Lot Size; (iii) the Acquisition; and (iv) the Whitewash Waiver. Capitalised terms used in this announcement shall have the same meaning as defined in the Circular unless the context requires otherwise.

POLL RESULTS OF THE EGM

The EGM was held at Room 1703–04, WorldWide House, 19 Des Voeux Road Central, Central, Hong Kong at 10:00 a.m. on Monday, 14 September 2020. The Board is pleased to announce that all of the proposed resolutions set out in the Notice were duly passed by the Independent Shareholders and the Shareholders (as applicable) by way of poll at the EGM.

As at the date of the EGM, there were a total of 9,074,000,000 Shares in issue.

As stated in the Circular, the Vendor, its associates and parties acting in concert with it, namely Mr. Qiu, Ms. Huang and Liyao and those who are interested in, or involved in, the Acquisition and/or the Whitewash Waiver were required to and have abstained from

voting on the relevant resolutions proposed to the Independent Shareholders in relation to the Acquisition, the Whitewash Waiver and the Specific Mandate in accordance with the Takeovers Code (namely, resolutions numbered (2), (3) and (4) as set out in the Notice).

As at the date of the EGM, the Vendor and parties acting in concert with it, namely Mr. Qiu and Liyao, were interested in an aggregate of 2,600,000,000 Shares, representing approximately 28.65% of the total issued Shares. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the resolutions numbered (2), (3) and (4) as set out in the Notice was 6,474,000,000 Shares, representing approximately 71.35% of the issued share capital of the Company as at the date of the EGM.

Save as disclosed above, no other Shareholders were required to abstain from voting on the resolutions as set out in the Notice and there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the EGM as set out in Rule 13.40 of the Listing Rules. No Shareholder has stated his/her/its intention in the Circular to vote against the resolutions or to abstain from voting in the Circular.

Tricor Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, acted as the scrutineer for the purpose of vote-taking in the EGM.

The poll results in respect of the resolutions proposed at the EGM are as follows:

Ordinary Resolutions (Note)		Number of votes (%)	
		For	Against
(1)	(a) To approve the Share Consolidation; and (b) to authorise any one Director 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.	5,166,180,642 (100%)	0 (0.00%)

Ordinary Resolutions (<i>Note</i>)		Number of votes (%)	
		For	Against
(2)	(a) To approve, confirm and ratify the Agreement and the transactions contemplated thereunder; (b) to approve any one Director 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) subject to the granting of the Whitewash Waiver by the Executive, to approve the Whitewash Waiver.	5,166,180,642 (100%)	0 (0.00%)
(3)	To approve 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).	5,166,180,642 (100%)	0 (0.00%)
(4)	Subject to the Listing Committee having granted the listing of, and permission to deal in the Consideration Shares, to approve the grant of the Specific Mandate to the Directors.	5,166,180,642 (100%)	0 (0.00%)

Note: The full text of each of the resolutions is set out in the Notice.

As more than 75% of the votes were cast in favour of the resolution numbered (2) and more than 50% of the votes were cast in favour of all of the other resolutions, all of the resolutions were duly passed by the Independent Shareholders and the Shareholders (as the case may be) as ordinary resolutions of the Company.

SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

As all the conditions of the Share Consolidation have been fulfilled, the Share Consolidation will take effect on Wednesday, 16 September 2020. Dealings in the Consolidated Shares will commence at 9:00 a.m. (Hong Kong time) on Wednesday, 16 September 2020, which

is also the first day for the free exchange of existing share certificates of the Existing Shares for new share certificates of the Consolidated Shares. The last day for the free exchange of existing share certificates of the Existing Shares for new share certificates of the Consolidated Shares will be Tuesday, 27 October 2020. Shareholders may between 9:00 a.m. and 4:30 p.m. on any business day during the aforesaid period submit share certificates of the Existing Shares 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, to exchange, at the expense of the Company, for new share certificates of the Consolidated Shares. The new share certificates will be issued in red colour in order to distinguish them from existing share certificates which are in blue colour.

Please refer to the Circular for details on the trading arrangement, the exchange of share certificates and matching services for odd lots in connection with the Share Consolidation.

Upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange will be changed from 20,000 Existing Shares to 10,000 Consolidated Shares with effect from 9:00 a.m. on Wednesday, 16 September 2020.

GRANT OF WHITEWASH WAIVER

The Executive granted the Whitewash Waiver on 9 September 2020, subject to (i) the Whitewash Waiver and the Acquisition being separately approved by at least 75% and more than 50% respectively of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at a general meeting of the Company, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights of the Company being made by the Vendor and parties acting in concert with it, namely Mr. Qiu and Liyao, between the date of the Announcement and completion of the issue of the Consideration Shares (save for the allotment and issue of the Consolidated Shares after the Share Consolidation having becoming effective). Accordingly, no mandatory general offer under Rule 26 of the Takeovers Code will be required to be made by the Vendor as a result of the allotment and issue of the Consideration Shares pursuant to the Agreement.

EFFECTS ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following shareholding table shows the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately after the Share Consolidation having become effective; and (iii) immediately after the allotment and issue of Consideration Shares and taking into account the effect of the Share Consolidation, assuming that no other further Shares will be allotted and issued after the date of this announcement and prior to Completion:

Name of Shareholders	As at the date of this announcement		Immediately after the Share Consolidation having become effective		Immediately after the allotment and issue of Consideration Shares and taking into account the effect of the Share Consolidation	
	<i>Approximate % of the issued share capital of</i>		<i>Approximate % of the issued share capital of</i>		<i>Approximate % of the issued share capital of</i>	
	<i>No. of Shares</i>	<i>the Company</i>	<i>No. of Shares</i>	<i>the Company</i>	<i>No. of Shares</i>	<i>the Company</i>
Vendor (<i>Note 1</i>)	—	—	—	—	450,600,000	33.18
Liyao (<i>Note 2</i>)	2,600,000,000	28.65	260,000,000	28.65	260,000,000	19.15
Sub-total for the Vendor and parties acting in concert with it	2,600,000,000	28.65	260,000,000	28.65	710,600,000	52.33
Independent Shareholders	6,474,000,000	71.35	647,400,000	71.35	647,400,000	47.67
Total	9,074,000,000	100	907,400,000	100	1,358,000,000	100

Notes:

- The Vendor is wholly-owned by Boill Holding Group, which is in turn beneficially owned as to 97.64% and 2.36% by Mr. Qiu and Ms. Huang, respectively, as at the date of this announcement. Mr. Qiu was the sole director of the Vendor.
- Mr. Qiu was the sole shareholder of Liyao as at the date of this announcement.

WARNING

Shareholders and potential investors of the Company should note that Completion is conditional upon, among others, conditions precedent as set out in section headed “Conditions precedent” in the “Letter from the Board” in the Circular.

Any Shareholder or other person dealing in Shares up to the date on which all the conditions to Completion are fulfilled will accordingly bear the risk that the Acquisition may not become unconditional or may not proceed. If in any doubt, Shareholders, and other persons contemplating dealing in securities of the Company and potential investors are recommended to consult their professional advisers. Shareholders and potential investors should exercise caution in dealing in the securities of the Company.

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

Hong Kong, 14 September 2020

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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.