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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) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL;  
(2) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION;  
AND  
(3) PROPOSED RETIREMENT OF DIRECTORS AND APPOINTMENT OF NEW DIRECTORS**

### **PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

In order to provide the Company with greater flexibility to raise funds in the future, the Board proposes to increase the authorised share capital of the Company from HK\$400,000,000 divided into 1,600,000,000 Shares to HK\$1,200,000,000 divided into 4,800,000,000 Shares by the creation of an additional 3,200,000,000 unissued Shares, all of which will rank *pari passu* with all existing Shares.

The Proposed Increase in Authorised Share Capital is subject to the approval by the Shareholders by way of an ordinary resolution at the AGM.

### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

The Board proposes to make certain amendments to the Memorandum and Articles of Association to conform to the said core standards for shareholder protections and to incorporate certain housekeeping amendments. The Board also proposes to adopt the new set of amended and restated Memorandum and Articles of Association incorporating the Amendments in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

The proposed amendments to the Memorandum and Articles of Association and the adoption of new set of amended and restated Memorandum and Articles of Association incorporating the Amendments shall be subject to the passing of a special resolution by the Shareholders at the forthcoming AGM.

### **PROPOSED RETIREMENT OF DIRECTORS AND APPOINTMENT OF NEW DIRECTORS**

In accordance with the Articles of Association, Mr. Dai Dong Xing and Mr. Xu Liang Wei will retire by rotation at the forthcoming AGM but both of them will not offer themselves for re-election at the forthcoming AGM. Accordingly, Mr. Dai Dong Xing and Mr. Xu Liang Wei will retire as Directors upon conclusion of the forthcoming AGM.

Subject to the approval by the Shareholders at the AGM, the Board proposes to appoint each of Mr. Qiu Dongfang and Ms. Yu Yixing as an executive Director, Mr. Qiu Bin as a non-executive Director and Mr. Yi Baxian as an independent non-executive Director with effect from the date of the forthcoming AGM.

### **GENERAL**

A circular containing, among other matters, details of (i) the Proposed Increase in Authorised Share Capital; (ii) the proposed amendments to the Memorandum and Articles of Association and the adoption of new set of amended and restated Memorandum and Articles of Association; and (iii) the Proposed Appointment of New Directors, and a notice convening the AGM will be despatched to the Shareholders by 15 August 2022.

### **PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

As at the date of this announcement, the authorised share capital of Boill Healthcare Holdings Limited (the “**Company**”) is HK\$400,000,000 divided into 1,600,000,000 shares of HK\$0.25 each (the “**Shares**”), of which 1,358,000,000 Shares are in issue.

In order to provide the Company with greater flexibility to raise funds in the future, the board (the “**Board**”) of directors (the “**Director(s)**”) of the Company proposes to increase the authorised share capital of the Company from HK\$400,000,000 divided into 1,600,000,000 Shares to HK\$1,200,000,000 divided into 4,800,000,000 Shares by the creation of an additional 3,200,000,000 unissued Shares, all of which will rank *pari passu* with all existing Shares (the “**Proposed Increase in Authorised Share Capital**”).

Immediately after the completion of the Proposed Increase in Authorised Share Capital and assuming no Shares are issued or repurchased from the date of this announcement up to the forthcoming annual general meeting of the Company to be convened and held on 9 September 2022 (or any adjournment

thereof) (the “**AGM**”), the authorised share capital of the Company will be HK\$1,200,000,000 divided into 4,800,000,000 Shares, with 1,358,000,000 Shares in issue and 3,442,000,000 Shares remaining unissued.

The Proposed Increase in Authorised Share Capital is subject to the approval by the shareholders of the Company (the “**Shareholders**”) by way of an ordinary resolution at the AGM.

With regard to the Proposed Increase in Authorised Share Capital, the Board has no present intention to issue any part of the increased authorised share capital of the Company if the same is approved by the Shareholders at the AGM.

## **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

On 1 January 2022, the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) were amended by, among others, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. The Board proposes to make certain amendments to the memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) to conform to the said core standards for shareholder protections and to incorporate certain housekeeping amendments (collectively, the “**Amendments**”). The Board also proposes to adopt the new set of amended and restated Memorandum and Articles of Association incorporating the Amendments in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

The proposed amendments to the Memorandum and Articles of Association and the adoption of new set of amended and restated Memorandum and Articles of Association incorporating the Amendments shall be subject to the passing of a special resolution by the Shareholders at the forthcoming AGM.

## **PROPOSED RETIREMENT OF DIRECTORS AND PROPOSED APPOINTMENT OF NEW DIRECTORS**

In accordance with article 108 of the articles of association of the Company in force (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. Dai Dong Xing and Mr. Xu Liang Wei will retire by rotation at the forthcoming AGM but both of them will not offer themselves for re-election at the forthcoming AGM in order to devote more time on their other personal endeavours. Accordingly, Mr. Dai Dong Xing and Mr. Xu Liang Wei will retire as Directors upon conclusion of the forthcoming AGM. Each of Mr. Dai Dong Xing and Mr. Xu Liang Wei has confirmed that they have no disagreement with the Board and there

are no matters in relation to their respective retirement that need to be brought to the attention of the Shareholders. The Board would like to take this opportunity to thank Mr. Dai Dong Xing, and Mr. Xu Liang Wei for their valuable contributions and service to the Company during their tenure of office.

In accordance with article 108 of the Articles of Association, the Company at the general meeting at which a Director retires may fill the vacated office. In accordance with article 112 of the Articles of Association, the Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an additional Director.

Subject to the approval by the Shareholders at the forthcoming AGM, the Board proposes to appoint each of Mr. Qiu Dongfang and Ms. Yu Yixing as an executive Director, Mr. Qiu Bin as a non-executive Director and Mr. Yi Baxian as an independent non-executive Director with effect from the date of the forthcoming AGM (the “**Proposed Appointment of New Directors**”).

The biographical details of Mr. Qiu Dongfang, Ms. Yu Yixing, Mr. Qiu Bin and Mr. Yi Baxian are set out below:

#### **Mr. Qiu Dongfang (裘東方)**

Mr. Qiu Dongfang, aged 58, served at the Technical Department of Ningbo Chemical Industry Bureau\* (寧波化工局技術處) from 1985 to 1992 with his last position as director. From 1993 to 1997, Mr. Qiu served as the general manager of Shanghai Shenbiao Construction Engineering Co., Ltd.\* (上海申標建築工程有限公司). From 1997 to 2015, Mr. Qiu served as the chairman and president of Shanghai Boill (Group) Co., Ltd.\* (上海保集(集團)有限公司). Since 2015, Mr. Qiu has been serving as the chairman and president of Boill Holding Group Co., Ltd.\* (保集控股集團有限公司), and he is currently also a director of Boill International Co., Limited (“**Boill International**”) and Liyao Investment Limited. Mr. Qiu graduated from Zhejiang Institute of Technology (浙江工學院) (currently known as Zhejiang University of Technology (浙江工業大學)) with a bachelor’s degree majoring in organic chemistry.

As at the date of this announcement, Mr. Qiu is interested in 710,600,000 Shares by virtue of the SFO.

Subject to the appointment as a Director, the Company will enter into a service contract with Mr. Qiu for a term of three years commencing from the date of approval by the Shareholders at the AGM, which will be automatically renewed for successive one-year periods unless terminated pursuant to the terms of the service contract. It is expected that such service contract may be terminated by either party giving at least three months’ written notice. He will also be subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association. It is proposed that Mr. Qiu will not receive director’s emolument during his term as an executive Director. Mr. Qiu’s remuneration is subject to review by the remuneration committee of the Company (the “**Remuneration Committee**”) and the Board from time to time.

Save as disclosed above, as at the date of this announcement, Mr. Qiu (i) does not hold any positions with any members of the Group; (ii) does not hold any directorships in any other public companies listed in Hong Kong or overseas in the last three years or other major appointments or professional 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 Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”).

Mr. Qiu confirmed that, save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there is no other matter in relation to his proposed appointment that needs to be brought to the attention of the Shareholders.

**Ms. Yu Yixing (虞一星)**

Ms. Yu Yixing, aged 36, joined the Group and has been serving as the deputy general manager of the Company since November 2019. Ms. Yu is primarily responsible for the operation and management of the Company. Ms. Yu is also responsible for the Company’s strategic development and business, organising a management team and reporting to the Board from time to time. Ms. Yu has over 10 years of experience in financial investment. Prior to joining the Company, Ms. Yu had successively worked at Credit Suisse Hong Kong Ltd. and the Hong Kong branch of Bank of Communications Co., Ltd. Since February 2017, Ms. Yu has been serving as the deputy general manager at Boill International, primarily responsible for the investment and financing business of the fund segment. Ms. Yu graduated from Shanghai Tongji University with a bachelor’s degree in finance and obtained a master’s degree in finance from Imperial College London.

Subject to the appointment as a Director, the Company will enter into a new service contract with Ms. Yu for a term of three years commencing from the date of approval by the Shareholders at the AGM, which will be automatically renewed for successive one-year periods unless terminated pursuant to the terms of the service contract. It is proposed that such service contract may be terminated by either party giving at least three months’ written notice. She will also be subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association. As at the date of this announcement, Ms. Yu had entered into a service contract with the Group regarding her employment as the deputy general manager of the Company. It is proposed that, apart from the annual salary which Ms. Yu is entitled to receive as the deputy general manager of the Company, Ms. Yu will also receive annual emolument of HK\$120,000 as the executive Director and discretionary bonus to be determined by the Board upon the recommendation of the Remuneration Committee with reference to her duties and responsibilities and the prevailing market conditions for serving as an executive Director. Ms. Yu’s remuneration is subject to review by the Remuneration Committee and the Board from time to time.

Save as disclosed above, as at the date of this announcement, Ms. Yu (i) does not hold any positions with any members of the Group; (ii) does not hold any directorships in any other public companies listed in Hong Kong or overseas in the last three years or other major appointments or professional

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.

Ms. Yu confirmed that, save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there is no other matter in relation to her proposed appointment that needs to be brought to the attention of the Shareholders.

#### **Mr. Qiu Bin (邱斌)**

Mr. Qiu Bin, aged 54, has over 30 years of experience in investment management and worked at various enterprises in Beijing, Shanghai and Shenzhen where he was responsible for project investment and assets restructuring. From January 2009 to October 2011, Mr. Qiu served as the general manager of China Technology Education Trust Association\* (中國科技教育基金會). Mr. Qiu also served various positions in companies the shares of which are listed on the Stock Exchange, including as the chief executive officer of Sun Century Property Group Company Limited (太陽世紀地產集團有限公司), a wholly-owned subsidiary of Suncity Group Holdings Limited (stock code: 1383) (“**Sun City**”) in November 2011 and an executive director of Sun City from June 2012 to July 2015; an executive director and the chief executive officer of Sheng Yuan Holdings Limited (stock code: 851) from July 2017 to January 2020; an executive director, chairman of the board and the chief executive officer of HongDa Financial Holding Limited (currently known as China Wood International Holding Co., Limited) (stock code: 1822) (“**China Wood**”) from March 2020 to December 2020; and an executive director of China Regenerative Medicine International Limited (stock code: 8158) from May 2020 to December 2020. Mr. Qiu currently serves as the chairman of Pacific Assets Alliance Limited (太平洋資產聯合有限公司) since January 2013. Mr. Qiu graduated from City University of Macau with a bachelor’s degree in management.

On 2 February 2021, China Wood announced that, in order to facilitate its financial restructuring, a winding-up petition together with an application for the appointment of joint and several provisional liquidators for restructuring purposes was presented and filed with the Cayman Court by China Wood. On 28 January 2022, China Wood announced that its solicitor has taken out an ex parte originating summons with the High Court of the Hong Kong Special Administrative Region for the hearing on 8 February 2022 of an application by China Wood for an order to convene a meeting of its creditors (the “**Scheme Meeting**”) to consider and approve a scheme of arrangement (the “**Scheme**”) pursuant to section 670 of the Companies Ordinance (Chapter 622 of the laws of Hong Kong). The Scheme Meeting was convened and held on 11 March 2022 at which the Scheme was approved by the requisite statutory majorities of the creditors. The Scheme would involve China Wood entering into a restructuring agreement with certain parties which sets out the principal terms of the transactions, the implementation of which is subject to fulfilment or waiver of various conditions. As stated in the announcement of China Wood dated 10 March 2022, based on its available books and records, the total estimated indebtedness owed by China Wood to its creditors was approximately HK\$1,482 million. Upon the Scheme having become effective, all the debts owed by China Wood to its creditors will be discharged and released in full. As at the date of this announcement, the Scheme had not yet become effective.

China Wood is a company incorporated in the Cayman Islands with limited liability, principally engaged in the provision of car rental services, trading of materials, financial services and investment holdings and provision of other services such as fund administration and public relations and property investment. On the basis that (i) the winding-up petition was initiated by the board of directors of China Wood to facilitate its financial restructuring, (ii) Mr. Qiu himself was not personally involved in the winding-up petition of China Wood, (iii) Mr. Qiu's experience as a director of other companies listed on the Stock Exchange and there has not been any occurrence of similar event in any other companies in which Mr. Qiu served as director, and (iv) the winding-up petition of China Wood did not involve dishonesty or raise concern on Mr. Qiu's integrity, the Board is of the view that Mr. Qiu is suitable to act as a Director under Rules 3.08 and 3.09 of the Listing Rules notwithstanding the winding-up petition and the Scheme of China Wood.

Subject to the appointment as a Director, the Company will enter into an appointment letter with Mr. Qiu for a term of three years commencing from the date of approval by the Shareholders at the forthcoming AGM, which will be automatically renewed for successive one-year periods unless terminated pursuant to the terms of the appointment letter. It is proposed that such appointment letter may be terminated by either party giving at least three months' written notice. He will also be subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association. It is proposed that Mr. Qiu will receive annual emolument of HK\$120,000 and a discretionary bonus 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. Mr. Qiu's remuneration is subject to review by the Remuneration Committee and the Board from time to time.

Save as disclosed above, as at the date of this announcement, Mr. Qiu (i) does not hold any positions with any members of the Group; (ii) does not hold any directorships in any other public companies listed in Hong Kong or overseas in the last three years or other major appointments or professional 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. Qiu confirmed that, save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there are no other matter in relation to his proposed appointment that needs to be brought to the attention of the Shareholders.

#### **Mr. Yi Baxian (易八賢)**

Mr. Yi Baxian, aged 56, served as the general manager of the research and development department of Sinopharm Holding Co., Ltd. (國藥控股有限公司) and the general manager of Sinopharm Holding Shenzhen Chinese Medicine Co., Ltd.\* (國藥控股深圳中藥有限公司) during the period from October 2002 to September 2007. From September 2007 to December 2010, Mr. Yi served as the director at Sichuan Industrial Institute of Antibiotics\* (四川抗菌素工業研究所). From December 2010 to July 2015, he served as the vice president (副院長) of China State Institute of Pharmaceutical Industry\* (中國醫藥工業研究總院). From October 2013 to September 2015, Mr. Yi served as the

chairman of Shanghai Yingkelong Pharmaceutical Development Co., Ltd.\* (上海瀛科隆醫藥開發有限公司). From December 2013 to September 2015, he served as an executive director (常務理事長) at National (Shanghai) New Medicine Safety Evaluation Center\* (國家(上海)新藥安全評價中心). From September 2015 to December 2021, he served as an independent director of Shanghai Medicilon Inc., a company the shares of which are since October 2019 listed on the Shanghai Stock Exchange (stock code: 688202). Since 2015, Mr. Yi has been serving as the managing partner and vice president of Shanghai Pudong Technology Investment Co., Ltd.\* (上海浦東科技投資有限公司). Mr. Yi graduated China Pharmaceutical University (中國藥科大學) with a bachelor's degree in pharmacy (生藥製藥本科), and subsequently obtained a master's degree from Shaanxi Master of Business Administration Institute\* (陝西工商管理碩士學院) and a doctoral degree in social and management pharmacy from China Pharmaceutical University.

Subject to the appointment as a Director, the Company will enter into an appointment letter with Mr. Yi for a term of three years commencing from the date of approval by the Shareholders at the forthcoming AGM, which will be automatically renewed for successive one-year periods unless terminated pursuant to the terms of the appointment letter. It is proposed that such appointment letter may be terminated by either party giving at least three months' written notice. He will also be subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association. Mr. Yi will receive annual emolument 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. Mr. Yi's remuneration is subject to review by the Remuneration Committee and the Board from time to time.

Save as disclosed above, as at the date of this announcement, Mr. Yi (i) does not hold any positions with any members of the Group; (ii) does not hold any directorships in any other public companies listed in Hong Kong or overseas in the last three years or other major appointments or professional 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. Yi confirmed that, save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules, and there is no other matter in relation to his proposed appointment that needs to be brought to the attention of the Shareholders.

## **GENERAL**

The Company will convene and hold the AGM for the Shareholders to consider and, if thought fit, to approve, among other things, (i) the Proposed Increase in Authorised Share Capital; (ii) the proposed amendments to the Memorandum and Articles of Association and the adoption of new set of amended and restated Memorandum and Articles of Association; and (iii) the Proposed Appointment of New Directors.



A circular containing, among other matters, details of (i) the Proposed Increase in Authorised Share Capital; (ii) the proposed amendments to the Memorandum and Articles of Association and the adoption of new set of amended and restated Memorandum and Articles of Association; and (iii) the Proposed Appointment of New Directors, and a notice convening the AGM will be despatched to the Shareholders by 15 August 2022.

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

Hong Kong, 8 August 2022

*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.*

\* *For identification purposes only*