
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Boill Healthcare Holdings Limited (the “**Company**”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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) PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting (the “**2019 AGM**”) of the Company to be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday 23 August 2019 at 11:00 a.m. is set forth on pages 15 to 19 of this circular.

A form of proxy is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.boillhealthcare.com.hk). Irrespective of whether you are able to attend and vote at the 2019 AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon 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 as soon as practicable and in any event not less than 48 hours before the time appointed for holding the 2019 AGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2019 AGM or any adjournment thereof (as the case may be) should you so desire.

23 July 2019

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“2019 AGM”	the annual general meeting of the Company to be convened and held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday 23 August 2019 at 11:00 a.m., the notice of which is set out on pages 15 to 19 of this circular;
“AGM Notice”	the notice convening the 2019 AGM set out on pages 15 to 19 of this circular;
“Articles of Association” or “Articles”	the memorandum and articles of association of the Company adopted on 22 September 2013 and as amended from time to time by resolution of the Shareholders;
“Board”	the board of Directors;
“close associate”	has the meaning ascribed to it under the Listing Rules;
“Companies Law”	the Companies Law (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time;
“Company”	Boill Healthcare Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares in which are listed on the Stock Exchange (stock code: 1246);
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules;
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted at the 2019 AGM to the Directors to exercise all powers of the Company to allot, issue, grant, distribute and otherwise deal with additional shares up to 20% of the issued Shares as at the date of passing of such resolution, for such period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution) as set out in Resolution No.4 of the AGM Notice;

DEFINITIONS

“Latest Practicable Date”	18 July 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares of not exceeding 10% of the issued Shares as at the date of passing of such resolution, for such period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolutions) as set out in Resolution No.5 of the AGM Notice;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong;
“Share(s)”	share(s) of HK\$0.025 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time; and
“%”	per cent or percentage.



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)

Executive Directors:

Mr. Dai Dong Xing (*Chairman*)

Mr. Zhang Sheng Hai

Non-executive Director:

Mr. Chui Kwong Kau

Independent non-executive Directors:

Mr. Wang Zhe

Mr. Xu Liang Wei

Mr. Chan Chi Keung Billy

Registered office:

P.O. Box 1350

Clifton House

75 Fort Street

Grand Cayman KY1-1108

Cayman Islands

*Head office and Principal place of
business in Hong Kong:*

Unit 3704, 37/F

West Tower Shun Tak Centre

168–200 Connaught Road Central

Sheung Wan

Hong Kong

23 July 2019

Dear Shareholders,

**(1) PROPOSALS FOR GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF RETIRING DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in connection with the resolutions to be proposed at the 2019 AGM relating to, *inter alia* (i) re-election of the retiring Directors; (ii) the re-appointment of the independent auditor of the Company; (iii) the granting of general mandates to issue and repurchase shares; and (iv) to give you the notice of the 2019 AGM at which the above resolutions will be proposed to be considered and, if thought fit, approved. A notice of the 2019 AGM is set forth on pages 15 to 19 of this circular.

LETTER FROM THE BOARD

2. GRANTING OF THE ISSUE MANDATE AND THE REPURCHASE MANDATE

At the 2019 AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the Issue Mandate and the Repurchase Mandate.

Issue Mandate

The Company's existing mandate to issue Shares was approved by its then Shareholders at the Company's annual general meeting held on 30 August 2018. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the 2019 AGM.

An ordinary resolution will be proposed at the 2019 AGM to grant the Issue Mandate to the Directors. Based on 9,074,000,000 Shares in issue as at the Latest Practicable Date and on the assumption that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of the 2019 AGM, the Company will be allowed to allot, issue and deal with up to a maximum number of 1,814,800,000 new Shares if the Issue Mandate granted at the 2019 AGM, which will remain in effect until the earlier of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles, the Companies Law or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company (the "**Relevant Period**"). There is no immediate plan for the issue by the Company of any new Shares pursuant to the Issue Mandate.

Repurchase Mandate

An ordinary resolution will be proposed at the 2019 AGM to grant the Repurchase Mandate to the Directors. The Repurchase Mandate, if granted, will be effective until whichever is the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles, the Companies Law or any applicable laws of the Cayman Islands; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement, as required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate, is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the ordinary resolution to approve the Repurchase Mandate at the 2019 AGM.

LETTER FROM THE BOARD

3. EXTENSION OF ISSUE MANDATE

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the 2019 AGM to extend the Issue Mandate by the addition to the aggregate number of the issued Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the aggregate number of the Shares repurchased by the Company pursuant to the Repurchase Mandate provided that such number of shares shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing the resolution for approving the Issue Mandate.

4. RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors were Mr. Dai Dong Xing and Mr. Zhang Sheng Hai; the non-executive Director was Mr. Chui Kwong Kau; and the independent non-executive Directors were Mr. Wang Zhe, Mr. Xu Liang Wei and Mr. Chan Chi Keung Billy.

In accordance with article 108 of the Articles of Association, at each annual general meeting one-third of the Directors for the time being, which shall include any Director who has not been subject to retirement by rotation in the 3 years preceding the relevant annual general meeting 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, Mr. Chui Kwong Kau and Mr. Xu Liang Wei will retire by rotation at the 2019 AGM and, being eligible, have offered themselves for re-election as Directors at the 2019 AGM.

Details of the above retiring Directors who are subject to re-election at the 2019 AGM are set out in Appendix II to this circular pursuant to Rule 13.51(2) of the Listing Rules.

5. PROPOSED RE-APPOINTMENT OF AUDITOR

The consolidated financial statements of the Group for the year ended 31 March 2019 were audited by BDO Limited whose term of office will expire upon the 2019 AGM.

The Board proposes to re-appoint BDO Limited as the independent auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

6. 2019 AGM AND PROXY ARRANGEMENT

A notice convening the 2019 AGM to be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday 23 August 2019 at 11:00 a.m. is set forth on pages 15 to 19 of this circular.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the AGM Notice will be put to the vote by way of a poll.

A form of proxy for use by Shareholders at the 2019 AGM is enclosed with this circular. Irrespective of whether you are able to attend and vote at the 2019 AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2019 AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the 2019 AGM or any adjournment thereof (as the case may be) should you so desire.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the 2019 AGM.

7. CLOSURE OF REGISTER OF MEMBERS

In order to establish entitlements to attend and vote at the 2019 AGM, the register of members of the Company will be closed from 19 August 2019 to 23 August 2019, both days inclusive, during which period no transfer of Shares will be registered. All transfers of Shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged with 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, for the registration no later than 4:30 p.m. on 16 August 2019.

8. RECOMMENDATION

The Directors consider that the resolutions as set out in the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the 2019 AGM and as set out in the 2019 AGM Notice.

LETTER FROM THE BOARD

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
Boill Healthcare Holdings Limited
Dai Dong Xing
Executive Director and Chairman

This appendix serves as an explanatory statement as required under the Listing Rules to provide the requisite information to Shareholders for consideration of the Repurchase Mandate pursuant to Rule 10.06(1)(b) of the Listing Rules.

1. ISSUED SHARES

As at the Latest Practicable Date, the total number of Shares in issue was 9,074,000,000. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of the 2019 AGM, the Company will be allowed to repurchase a maximum of 907,400,000 Shares, representing 10% of the issued Shares as at the date of the 2019 AGM, during the Relevant Period.

2. SOURCE OF FUNDS

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from the Company's internal resources. In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the Articles, the Listing Rules and the applicable laws and regulations of the Cayman Islands. Any repurchase by the Company may only be made if the value of the Company's assets exceeds its liabilities and the Company is able to pay its debts as they fall due. The Company will not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

3. REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that repurchase of Shares will benefit the Company and Shareholders as a whole.

4. SHARE PRICES

During the previous twelve months before the Latest Practicable Date, the highest and lowest trade prices of the Shares on the Stock Exchange were as follows:

	Shares Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
August	0.096	0.075
September	0.109	0.069
October	0.078	0.046
November	0.085	0.059
December	0.098	0.061
2019		
January	0.088	0.061
February	0.081	0.065
March	0.140	0.073
April	0.138	0.107
May	0.117	0.084
June	0.112	0.080
July (up to the Latest Practicable Date)	0.116	0.090

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined under the Listing Rules) have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders at the 2019 AGM.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company or has undertaken not to do so if the Repurchase Mandate is approved by the Shareholders at the 2019 AGM.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rules 26 and 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, the following Shareholders are the only substantial Shareholders holding more than 5.00 per cent. of the issued Shares:

Name of shareholder	Capacity/ Nature of interest	Long/ short position	No. of shares held	Approximate percentage of shareholding in the Company
Liyao Investment Limited (<i>Note 1</i>)	Beneficial owner (<i>Note 2</i>)	Long position	2,600,000,000	28.65%
Qiu Dongfang	Interest in controlled corporation	Long position (<i>Note 2</i>)	2,600,000,000	28.65%

Note 1: Pursuant to the subscription agreement dated 30 September 2016, the Company has allotted and issued the subscription Shares to Liyao Investment Limited, as the subscriber, on 19 April 2017.

Note 2: Liyao Investment Limited is a company incorporated in the British Virgin Islands and is 100% owned by Mr. Qiu Dongfang.

Save as disclosed above, no other interests or short position in the Shares or underlying Shares or debentures of the Company were recorded in the register required to be kept under section 336 of the SFO as at the Latest Practicable Date.

To the best knowledge of the Directors, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code as a result of any repurchases pursuant to the Repurchase Mandate.

The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code.

The Directors will not repurchase Shares if the repurchase would result in the number of the listed securities of the Company which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

7. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

- (i) As at the Latest Practicable Date, none of the Directors nor, to the best of their respective knowledge and belief and having made all reasonable enquiries, their close associates (as defined under the Listing Rules), have any present intention, if the Repurchase Mandate is approved by the Shareholders and is exercised, to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate.
- (ii) As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or any of its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

8. MATERIAL ADVERSE CHANGE

As compared with the financial position of the Company as at 31 March 2019 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be any material adverse impact on the working capital or gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the 2019 AGM pursuant to the Articles.

EXECUTIVE DIRECTOR

1. Mr. Dai Dong Xing (戴東行)

Mr. Dai Dong Xing (“**Mr. Dai**”), aged 56, joined the Company and was appointed as an executive Director on 14 August 2017. Mr. Dai was graduated from Zhejiang Silk Technology College (currently known as Zhejiang Sci-tech University) with a silk engineering degree. He has extensive experience in property operation and management. Mr. Dai joined Boill Holding Group Company Limited (“**Boill Holding Group**”) in 1999 and held various positions including vice president for the Boill Holding Group and manager, general manager and president for various subsidiaries of Boill Holding Group during the period from 1999 to 2016. Prior to joining the Boill Holding Group, he held managerial positions as technician, weaving workshop officer, deputy director and director of China Ningbo Xiangshan Silk Factory from 1983 to 1999.

Save as stated herein, Mr. Dai has not previously held and is not holding any other position with the Company or any of its subsidiaries and does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications. Save as stated herein, Mr. Dai does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Dai does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Dai entered into a director’s service contract with the Company, pursuant to which, the appointment of Mr. Dai as an executive Director is for an initial term of 3 years commencing from 1 May 2019, which may be terminated by either party by giving at least three months written notice. Mr. Dai is entitled to an annual salary of HK\$500,000 and a discretionary bonus which are determined by the Board upon the recommendation of the remuneration committee of the Company (the “**Remuneration Committee**”) with reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Dai that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

NON-EXECUTIVE DIRECTOR**2. Mr. Chui Kwong Kau (崔光球)**

Mr. Chui Kwong Kau (“**Mr. Chui**”), aged 52, joined the Group since 6 March 2015 and was appointed as a non-executive Director of the Company on the same day. He has over 20 years’ experiences in accounting and auditing fields. Mr. Chui is currently an executive director of Hong Kong Life Sciences and Technologies Group Limited (Stock Code: 8085) since 30 November 2009 and he had been an independent non-executive director of Aurum Pacific (China) Group Limited (Stock Code: 8148) from 17 March 2010 to 16 March 2016. Mr. Chui is also a non-executive director of DeTai New Energy Group Limited (Stock Code: 559) since 1 December 2015 and had been an executive director of China Energy Development Holdings Limited (Stock Code: 228) from 5 October 2005 to 30 June 2016 and a non-executive director of Hsin Chong Group Holdings Limited (Stock Code: 404) from 23 May 2015 to 29 March 2019. All the companies mentioned above are listed on the Stock Exchange.

Save as disclosed above, Mr. Chui did not hold any directorship in other listed public companies in the last three years and any other position with the Company and other members of the Group, and save as disclosed, Mr. Chui does not have other major appointments and professional qualifications. Save as disclosed above, Mr. Chui does not have any relationship with other Directors and senior management of the Company, substantial or controlling Shareholders and he has no interests in the Shares which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Chui entered into a director’s service contract with the Company for a term of three years commencing from 1 May 2019, which may be terminated by either party by giving at least one month written notice and is entitled to receive a director’s remuneration of HK\$120,000 per annum which has been approved by the Remuneration Committee with reference to his duties and responsibility with the Company, the remuneration policy as well as prevailing market conditions.

Save as disclosed above, the Board is not aware of other matters in relation to the appointment of Mr. Chui that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to Rules 13.51(2) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTOR

3. Mr. Xu Liang Wei (許良偉)

Mr. Xu Liang Wei (“Mr. Xu”), aged 65, joined the Company and was appointed as an independent non-executive Director on 14 August 2017. Mr. Xu was graduated from the Department of Chinese Language and Literature, Shanghai Television University (currently known as Shanghai Open University), and obtained a master’s degree in Business Administration from Fudan University. He joined Shanghai Academy of Spaceflight Technology (“SAST”) in 1991 and held various positions as a deputy director, director of general office and assistant to academy general. During the period from 1995 to 1998, he served as a vice president of Shanghai Aerospace Corporation. In 2000, he was promoted to a deputy academy general of SAST, and also served as the chairman and president of Shanghai Aerospace Industrial Co., Ltd., the chairman of Shanghai Instrument Company Limited and Shanghai Aerospace Energy Co., Ltd.. From 2011 to 2015, he served as a consultant of SAST and a deputy director of the preparation group of China Academy of Launch Vehicle Technology Company Limited. Mr. Xu has ample experience in corporate administration and management. He is currently a non-executive director of China Aerospace International Holdings Limited (Stock Code: 31).

Save as disclosed above, Mr. Xu has not previously held and is not holding any other position with the Company or any of its subsidiaries and does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications. Save as disclosed above, Mr. Xu does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Xu does not have any interests in the Shares within the meaning of Part XV of the SFO.

The Company has entered into an appointment letter with Mr. Xu, pursuant to which, the appointment of Mr. Xu as an independent non-executive Director is for an initial term of 3 years commencing from 14 August 2017, subject to retirement and re-election at the annual general meeting of the Company pursuant to the Articles of Association. Mr. Xu was entitled to a director’s remuneration of HK\$120,000 per annum which has been approved by the Remuneration Committee with reference to, among others, his qualification, experience, duties, potential contributions to the Company and the prevailing market conditions.

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Xu that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Xu has confirmed that he has met the independence criteria as set out in Rule 3.13 of the Listing Rules.



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of Boill Healthcare Holdings Limited (the “**Company**”) will be held at Room 1703–1704, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday 23 August 2019 at 11:00 a.m., to consider and, if thought fit, to pass with or without amendments, the following:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and the independent auditor of the Company for the year ended 31 March 2019.
2.
 - (a) To re-elect Mr. Dai Dong Xing as an executive Director.
 - (b) To re-elect Mr. Chui Kwong Kau as a non-executive Director.
 - (c) To re-elect Mr. Xu Liang Wei as an independent non-executive Director.
 - (d) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint BDO Limited as the auditor of the Company and to authorise the Board to fix its remuneration.

SPECIAL BUSINESS

4. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.025 each in the share capital of the Company (the “**Share(s)**”) or securities convertible into such shares or options, warrants, or similar right to subscribe for any shares or convertible securities of the Company and to

NOTICE OF 2019 AGM

make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the **Relevant Period** to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with the additional shares in the share capital of the Company) during or after the end of the **Relevant Period**;
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of shares or rights to subscribe for shares in the share capital of the Company; (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend pursuant to the articles of association of the Company (the “**Articles of Association**”) from time to time; or (iv) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20% of the aggregate number of the issued shares of the Company as at the time of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

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“**Rights Issue**” means an offer of Shares open for a period fixed by the Company or the Directors to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

5. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares in the share capital of the Company listed on the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate number of the issued shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate number of the issued shares of the Company as at the time of the passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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6. “**THAT** conditional upon the passing of Resolutions Nos. 4 and 5 as set out in this notice convening the Meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to Resolution No. 4 as set out in this notice convening the Meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate number of issued shares of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 5 as set out in this notice convening the Meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the aggregate number of the issued shares of the Company as at the date of passing this resolution.”

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

Hong Kong, 23 July 2019

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a shareholder of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the above meeting personally or by proxy, one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the instrument appointing a proxy and, if requested by the Board, the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, shall be deposited at the Company’s branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in a case where the meeting was originally held within 12 months from such date.
6. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

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7. In relation to the proposed Resolution No. 3 above, the Board concurs with the views of the Audit Committee of the Company and has recommended that BDO Limited be re-appointed as the independent auditor.
8. An explanatory statement as required by the Listing Rules in connection with the repurchase mandate under Resolution No. 5 above is set out in Appendix I to this circular.
9. Details of the retiring Directors proposed to be re-elected as Directors at the Meeting are set out in Appendix II to this circular.
10. A proxy form for use at the Meeting is enclosed.
11. If tropical cyclone warning signal number 8 or above, or a black rainstorm warning signal is in effect any time and remains in force 2 hours before the time of the Meeting on the date of the Meeting, the Meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://www.boillhealthcare.com.hk> and the website of the Stock Exchange at <http://www.hkexnews.hk> to notify the Shareholders of the date, time and place of the rescheduled meeting.
12. As at the date of this announcement, the Board comprises (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. Wang Zhe, Mr. Xu Liang Wei and Mr. Chan Chi Keung Billy.