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HUA XIA HEALTHCARE HOLDINGS LIMITED

華夏醫療集團有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8143)

MEMORANDUM OF UNDERSTANDING WITH BEIJING VANTONE GREATCITY INVESTMENTS LIMITED#

This announcement is made by the Company pursuant to Rule 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Board is pleased to announce that on 19 November 2013, the Company and Beijing Vantone Greatcity entered into the Memorandum of Understanding, pursuant to which the parties have agreed to explore cooperation opportunities in the provision of healthcare business consulting services to potential medical institutes to be established in the Xixian Greatcity Project, in the investment and operation of healthcare business in the Xixian Greatcity Project and in development of healthcare resources in Hong Kong and overseas and establishment of international healthcare centres.

The Memorandum of Understanding serves as a framework document for cooperation between the parties and does not provide any agreed terms and conditions for any specific transactions which may or may not materialise. The Company will make further announcement(s) in compliance with the GEM Listing Rules as and when appropriate for any material developments or other agreement(s) entered into in relation to the transactions contemplated under the Memorandum of Understanding.

The Memorandum of Understanding is non-legally binding in nature, save and except that each parties shall maintain the confidentiality on any confidential information obtained thereunder.

The Company and Beijing Vantone Greatcity may or may not proceed to sign any legally binding agreement(s) in relation to the Memorandum of Understanding and transactions contemplated thereunder. Shareholders and investors of the Company are urged to exercise caution when dealing in the securities of the Company.

The Board is also pleased to announce that on the same date, an indirect non-wholly owned subsidiary of the Company, Wanjia, and Beijing Vantone Greatcity separately entered into the another memorandum of understanding which has similar terms with the Memorandum of Understanding. For details please refer to Wanjia's announcement to be published on 19 November 2013.

* For identification purpose only

This announcement is made by the Company pursuant to Rule 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

THE MEMORANDUM OF UNDERSTANDING

The Board is pleased to announce that on 19 November 2013, the Company and Beijing Vantone Greatcity entered into the Memorandum of Understanding, pursuant to which the parties have agreed to explore cooperation opportunities in the provision of healthcare business consulting services to potential medical institutes to be established in the Xixian Greatcity Project, in the investment and operation of healthcare business in the Xixian Greatcity Project and in development of healthcare resources in Hong Kong and overseas and establishment of international healthcare centres, leveraging on their own advantages and expertises.

Details of the areas of possible cooperation between the Company and Beijing Vantone Greatcity are as follows:

(1) Cooperation on advisory services

The parties agreed to in compliance with relevant regulations, proactively procure the sharing of their expertises in order to provide advisory for the possible incoming international and national private healthcare business investors to Xixian Greatcity Project.

(2) Cooperation in investment projects

The parties agreed that, in compliance with the law and any guidelines for investment, the parties may collaborate in investment projects in areas of healthcare and hospital within the Xixian Greatcity Project when conditions are satisfied.

(3) Cooperation on marketing channels

The parties agreed to share their marketing channels and, in compliance with relevant regulations, proactively carry out such activities as cooperative marketing, joint marketing and promotion in Hong Kong and overseas healthcare resources for international healthcare hub.

The Memorandum of Understanding is non-legally binding in nature, save and except that each parties shall maintain the confidentiality on any confidential information obtained thereunder.

The Memorandum of Understanding shall remain in effect for 60 days, and could be terminated by one month written notice to be given by either party without any liabilities (save for any antecedent breach thereof).

The Memorandum of Understanding serves as a framework document for cooperation between the parties and does not provide any agreed terms and conditions for any specific transactions which may or may not materialise. The Company will make further announcement(s) in compliance with the GEM Listing Rules as and when appropriate for any material developments or other agreement(s) entered into in relation to the transactions contemplated under the Memorandum of Understanding.

The Company and Beijing Vantone Greatcity may or may not proceed to sign any legally binding agreement(s) in relation to the Memorandum of Understanding and transactions contemplated thereunder. Shareholders and investors of the Company are urged to exercise caution when dealing in the securities of the Company.

INFORMATION ON BEIJING VANTONE GREATCITY AND XIXIAN GREATCITY PROJECT

To the best of the knowledge, information and belief of the Directors, Beijing Vantone Greatcity is a company established in the PRC with limited liability which is principally engaged in investments management, investments advisory, technical development, construction design, corporate planning and technical support in the PRC. Beijing Vantone Greatcity also engaged in the development of urban areas in the PRC with the brand name “Greatcity”.

The People’s Government of Shaanxi Province, together with the National Development and Reform Commission, on 13 June 2011 released Xixian New Area Master Plan in the State Council Information Office of the PRC in Beijing, proposing to build Xixian New Area as a modern farmland city and make it become a new example for the urban construction of the PRC in the future. Xixian Greatcity Project is one of the urban development projects in Xixian New Area, Shaanxi Province of the PRC. The Administrative Committee of Qinhan New Town of Xixian New Area of Shaanxi Province# (陝西省西咸新區秦漢新城管理委員會) and Beijing Vantone Greatcity signed the Xixian Greatcity Construction Project Cooperation Agreement on 26 September 2012, pursuant to which Beijing Vantone Greatcity has undertaken to carry out the development and construction project of healthcare and information technology industries, business office, business services and residential developments in part of the Xixian New Area with a land area of approximately 3.79 square kilometres and a total construction area of approximately 5,000,000 sq.m..

To the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, Beijing Vantone Greatcity and its ultimate beneficial owner are third parties independent of the Company and its connected persons.

REASONS FOR THE ENTERING INTO OF THE MEMORANDUM OF UNDERSTANDING

The Company is incorporated in the Cayman Islands with limited liability whose issued shares are listed on the GEM of the Stock Exchange and, through its subsidiaries, is principally engaged in the provision of general hospital services. An indirect non-wholly owned subsidiary of the Company, Wanjia, whose is principally engaged in the provision of pharmaceutical wholesale, distribution and pharmaceutical retail chain business in the PRC.

As at the date of this announcement, the Group is principally engaged in the hospital business comprising operation of two privately-run general hospitals in Chongqing City and Zhejiang Province, the PRC and managing one privately-run hospital in Guangdong Province, the PRC. The Group has realised the potential opportunities in the hospital business field and continued to address the needs of the market and the public through refined services, brand building and identify future investment opportunities.

The strategic cooperation with Beijing Vantone Greatcity is expected to allow the Group to explore new investment opportunities which focus on healthcare industry and expand into new regional markets in the PRC.

The Directors also expect the entering into of the Memorandum of Understanding will also the Group tap into the extensive potential sales and marketing channel and geographic spread of Beijing Vantone Greatcity for promotion of the Group's healthcare business. In addition, the cooperation with Beijing Vantone Greatcity enables the Group to priority access to a large pool of healthcare investment opportunities who might be the future growth for the existing business.

MEMORANDUM OF UNDERSTANDING ENTERED INTO BY A SUBSIDIARY

The Board is also pleased to announce that on the same date, an indirect non-wholly owned subsidiary of the Company, Wanjia, and Beijing Vantone Greatcity separately entered into the another memorandum of understanding which has similar terms with the Memorandum of Understanding. For details please refer to Wanjia's announcement to be published on 19 November 2013.

RESUMPTION OF TRADING

Trading in the Shares was suspended at the request of the Company with effect from 1:00 p.m. on 18 November 2013 pending the release of this announcement. An application has been made by the Company to the Stock Exchange for the trading in the Shares to resume from 9:00 a.m. on 20 November 2013.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“Beijing Vantone Greatcity”	Beijing Vantone Greatcity Investments Limited [#] , (北京萬通立體之城投資有限公司), a company incorporated in the People’s Republic of China with limited liability, is principally engaged in investments management, investments advisory, technical development, construction design, corporate planning and technical support in the PRC.
“Board”	the board of Directors
“Company”	Hua Xia Healthcare Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8143)
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM Listing Rules”	The Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Memorandum of Understanding”	the memorandum of understanding entered into between the Company and Beijing Vantone Greatcity on 19 November 2013
“PRC”	The People’s Republic of China, which for the purpose of this announcement excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“sq.m.”	square meter(s)
“Xixian New Area”	Xixian New Area located at Shaanxi Province of the PRC
“Xixian Greatcity Project”	a development project to be carried out by Beijing Vantone Greatcity located at Xixian New Area, Shaanxi Province of the PRC
“Wanjia”	Wanjia Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, an indirect non-wholly owned subsidiary of the Company, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 401)

By Order of the Board
Hua Xia Healthcare Holdings Limited
Yung Kwok Leong
Chairman

Hong Kong, 19 November 2013

The English transliteration of the Chinese name(s) in this announcement, where indicated, is included for information only, and should not be regarded as the official English name(s) of such Chinese name(s).

As at the date of this announcement, the executive directors of the Company are Mr. Yung Kwok Leong, Dr. Jiang Tao, Mr. Zheng Gang, Dr. Huang Jiaqing and Mr. Chen Jin Shan, the non-executive director is Dr. Wong Yu Man, James, and the independent non-executive directors are Ms. Wong Ka Wai, Jeanne, Prof. Hu Shanlian and Prof. Lu Chuanzhen.

This announcement for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange 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 announcement 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 announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at www.huaxia-healthcare.com.