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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#  
AND  
RESUMPTION OF TRADING**

The Board is pleased to announce that on 28 October 2014, Whole-Care, a wholly-owned subsidiary of the Company, and Beijing Vantone Greatcity entered into the Memorandum of Understanding, pursuant to which the parties agreed to form a strategic alliance for the management of hospitals, clinics and other healthcare institutions to be constructed under the Greatcity Projects.

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 the entering into any other agreement(s) 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.

**Whole-care 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.**

**RESUMPTION OF TRADING**

Trading in the Shares was suspended at the request of the Company with effect from 1:00 p.m. on 28 October 2014 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 29 October 2014.

\* 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).

Reference is made to the announcement dated 19 November 2013 in relation to the entering into of a memorandum of understanding (the “2013 MOU”) between the Group and Beijing Vantone Greatcity on 19 November 2013, pursuant to which the parties have agreed to explore cooperation and investment opportunities in the provision of healthcare business in the Greatcity Project in Xixian City.

As no formal agreements were entered into within 60 days after the signing of the 2013 MOU, the 2013 MOU has lapsed. The parties thereto continue to negotiate for other cooperation opportunities and the Board is pleased to announce that the parties entered into the Memorandum of Understanding on 28 October 2014.

## **THE MEMORANDUM OF UNDERSTANDING**

On 28 October 2014, Whole-Care and Beijing Vantone Greatcity entered into the Memorandum of Understanding, pursuant to which the parties agreed to form a strategic alliance for the management service of hospitals, clinics and other healthcare institutions to be constructed in the Greatcity Projects. Details of the cooperation between Whole-Care and Beijing Vantone Greatcity are as follows:

1. Beijing Vantone Greatcity chose Whole-Care as the preferred service provider for the provision of medical consulting and project management of the hospitals, clinics and other healthcare institutions in the development stage of the Greatcity Projects;
2. Leverage on its experience and resources, Whole-Care agreed to work with Beijing Vantone Greatcity to complete the development of the healthcare institutions on cost effective manner and to increase their profitability after completion;
3. Whole-Care agreed to maximize the brand and profit potential of healthcare institutions;
4. Whole-Care will, in principle, manage those healthcare institutions it participated in development after completion;
5. Beijing Vantone Greatcity agreed to pay Whole-Care a consulting fee during development stage and operation and management fee after establishment, details of which is to be determined and agreed;
6. Whole-Care has a first right of refusal to purchase entire or part of the equity interest of the healthcare institutions it manages under the Greatcity Projects.

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 5 years from the date of the Memorandum of Understanding. 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 the entering into any other agreement(s) in relation to the transactions contemplated under the Memorandum of Understanding.

**Whole-Care 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 GREATCITY PROJECTS**

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 Greatcity Projects is one of the urban development projects conducted by Beijing Vantone Greatcity to invest in the construction of a completely self-sustaining entity with comprehensive infrastructure including education, commerce, healthcare, culture and to improve quality of life. The Greatcity Projects is now in development stage in the PRC, including but not limited to Xixian City in Shaanxi Province, Chengdu City in Sichuan Province and Wenzhou City in Zhejiang Province.

As at the date of this announcement New Hope International (Hong Kong) Limited is the holder of 343,217,539 convertible preference shares of the Company. New Hope International (Hong Kong) Limited is interested as to 75% by 南方希望實業有限公司 which is in turn is 51% held by 新希望集團有限公司 and 49% held by 西藏恒業鋒實業有限公司. Both 新希望集團有限公司 and 西藏恒業鋒實業有限公司 are owned as to 62.34% by Mr. Liu Yonghao (“Mr. Liu”).

To the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, save for Mr. Liu being one of the controlling shareholders of Beijing Vantone Greatcity, 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 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 three privately-run general hospitals in Chongqing City, Zhejiang Province and 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, if materialize is expected to provide the Group with additional source of revenue with its extensive experience in hospital management service, and if opportunities arise, it would provide the Group with the priority access for healthcare business opportunities in the Greatcity Projects which might benefit future growth for the Group.

## **RESUMPTION OF TRADING**

Trading in the Shares was suspended at the request of the Company with effect from 1:00 p.m. on 28 October 2014 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 29 October 2014.

## **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 PRC 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 GEM (stock code: 8143)
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM
“Greatcity Project(s)”	the residential development project(s) of Beijing Vantone Greatcity in the PRC
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Memorandum of Understanding”	the memorandum of understanding dated 28 October 2014 entered into between Whole-Care and Beijing Vantone Greatcity
“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
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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)

“Whole-Care”

Shanghai Whole-Care Hospital Management Co., Limited# (上海厚康醫院管理有限公司), a company incorporated in the PRC with limited liability, an indirect wholly-owned subsidiary of the Company, whose is principally engaged in hospital management in the PRC

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

Hong Kong, 28 October 2014

# *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, and Dr. Huang Jiaqing, 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 GEM 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 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](http://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](http://www.huaxia-healthcare.com).*