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## **China Medical & HealthCare Group Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 383)**

### **VOLUNTARY ANNOUNCEMENT COOPERATION AGREEMENTS**

This is a voluntary announcement made by China Medical & HealthCare Group Limited (the “Company”).

The Board is pleased to announce that on 12 April 2018 (after trading hours), Kunming Tongren, an indirect wholly-owned subsidiary of the Company, entered into the Kunming Cooperation Agreement with Chongqing Bohong in relation to the Kunming Project, and on the same date, Nanjing Tongren, an indirect non wholly-owned subsidiary of the Company, entered into the Nanjing Cooperation Agreement with Chongqing Bohong in relation to the Nanjing Project.

#### **Kunming Cooperation Agreement**

The principal terms of the Kunming Cooperation Agreement are summarised as follows:

<b>Date</b>	12 April 2018 (after trading hours)
<b>Parties</b>	<ol style="list-style-type: none"><li>1. Kunming Tongren</li><li>2. Chongqing Bohong</li></ol>
<b>Cooperation Period</b>	Five years from the date of the agreement
<b>Joint Investment in the Kunming Project</b>	Kunming Tongren and Chongqing Bohong will jointly invest in the Kunming Project. Kunming Tongren will provide part of the Kunming Land for the project. Chongqing Bohong will be responsible for raising funds for the project. The total investment amount of the project will be approximately RMB1,447,840,000.

<b>Management of the Kunming Project</b>	Kunming Tongren and Chongqing Bohong will be jointly responsible for the development, construction and operation of the project.
<b>Sharing of Investment Return</b>	Chongqing Bohong will be entitled to share 45% of the valued investment return for the project in respect of the amount of funds raised by it which should not be more than RMB1,447,840,000 while Kunming Tongren will be entitled to share 55% of the valued investment return for the project.
<b>Guarantee by the Company</b>	Kunming Tongren will provide a guarantee by the Company in favour of Chongqing Bohong to guarantee the payment of investment return to Chongqing Bohong.
<b>Definitive Agreement(s)</b>	The detailed terms and conditions of the Cooperation including the form of cooperation, division of labour of management, arrangement on sharing of investment return, guarantee, etc., are subject to further commercial negotiation and further definitive agreement(s) between the parties. If the parties fail to enter into definitive agreement(s) in relation to the Cooperation within 12 months of the date of the Kunming Cooperation Agreement, the agreement will cease to have effect save and except certain terms thereof.

### **Nanjing Cooperation Agreement**

The principal terms of the Nanjing Cooperation Agreement are summarised as follows:

<b>Date</b>	12 April 2018 (after trading hours)
<b>Parties</b>	<ol style="list-style-type: none"> <li>1. Nanjing Tongren</li> <li>2. Chongqing Bohong</li> </ol>
<b>Cooperation Period</b>	Five years from the date of the agreement

<b>Joint Investment in the Nanjing Project</b>	Nanjing Tongren and Chongqing Bohong will jointly invest in the Nanjing Project. Nanjing Tongren will provide part of the Nanjing Land for the project. Chongqing Bohong will be responsible for raising funds for the project. The total investment amount of the project will be approximately RMB1,076,160,000.
<b>Management of the Nanjing Project</b>	Nanjing Tongren and Chongqing Bohong will be jointly responsible for the development, construction and operation of the project.
<b>Sharing of Investment Return</b>	Chongqing Bohong will be entitled to share 45% of the valued investment return for the project in respect of the amount of funds raised by it which should not be more than RMB876,230,000 while Nanjing Tongren will be entitled to share 55% of the valued investment return for the project.
<b>Guarantee by the Company</b>	Nanjing Tongren will provide a guarantee by the Company in favour of Chongqing Bohong to guarantee the payment of investment return to Chongqing Bohong.
<b>Definitive Agreement(s)</b>	The detailed terms and conditions of the Cooperation including the form of cooperation, division of labour of management, arrangement on sharing of investment return, guarantee, etc., are subject to further commercial negotiation and further definitive agreement(s) between the parties. If the parties fail to enter into definitive agreement(s) in relation to the Cooperation within 12 months of the date of the Nanjing Cooperation Agreement, the agreement will cease to have effect save and except certain terms thereof.

## **INFORMATION ABOUT CHONGQING BOHONG**

Chongqing Bohong is a limited partnership established in the PRC. Certain subsidiaries of Tongfang Co. Ltd.\* (同方股份有限公司), whose shares are listed in the Shanghai Stock Exchange (stock code: 600100) and being a substantial shareholder of the Company, have indirect effective interest of less than 20% in aggregate in Chongqing Bohong.

Save as disclosed above, to the best knowledge, information and belief of the directors of the Company having made all reasonable enquiries and based on the confirmation of the Chongqing Bohong, Chongqing Bohong and its ultimate beneficial owners are third parties independent of the Company and connected person of the Company.

The Company will publish further announcements as and when appropriate pursuant to the Listing Rules.

## DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Board”	the board of Directors
“Company”	China Medical & HealthCare Group Limited (stock code: 383), a company incorporated under the laws of Bermuda with limited liability and whose shares are listed on the Main Board of the Stock Exchange
“Chongqing Bohong”	Chongqing Bohong Huaipu Enterprise Management Partnership (Limited Partnership)* (重慶博弘懷樸企業管理合夥企業(有限合夥))
“connected person(s)”	has the meaning as ascribed to it under the Listing Rules
“Cooperation”	the cooperation in relation to the Kunming Project and/or the Nanjing Project
“Cooperation Agreements”	the Kunming Cooperation Agreement and the Nanjing Cooperation Agreement
“Director(s)”	the director(s) of the Company
“Kunming Land”	a piece of land located at 昆明市廣福路以南、金家河以西 with a site area of approximately 192,017.71 m <sup>2</sup> which is owned by Kunming Tongren for medical and health care use
“Kunming Project”	the project for development of a retirement village, Kunming Tide Health Campus (昆明天地健康城) over part of the Kunming Land with an approximate project site area of 104,305.22 m <sup>2</sup>
“Kunming Tongren”	Kunming Tongren Industrial Development Co., Ltd.* (昆明同仁實業開發有限公司), a limited company established under the laws of the PRC and an indirect wholly-owned subsidiary of the Company
“Kunming Cooperation Agreement”	the cooperation agreement dated 12 April 2018 entered into between Kunming Tongren and Chongqing Bohong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

“Nanjing Land”	a piece of land located at 南京市江寧區秣陵街道吉印大道2007號 with a site area of approximately 160,143.57 m <sup>2</sup> which is owned by Nanjing Tongren for medical, health care and charitable use
“Nanjing Project”	the project for development of a retirement village, Nanjing Tide Health Campus (南京天地健康城) over part of the Nanjing Land with an approximate project site area of 84,646.14 m <sup>2</sup>
“Nanjing Tongren”	Nanjing Tongren Hospital Co., Ltd.* (南京同仁醫院有限公司), a limited company established under the laws of the PRC and an indirect 80% owned subsidiary of the Company
“Nanjing Cooperation Agreement”	the cooperation agreement dated 12 April 2018 entered into between Nanjing Tongren and Chongqing Bohong
“PRC”	the People’s Republic of China, for the purpose of this announcement, excluding Hong Kong Special Administrative Region of the PRC, Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

\* *the English name is translation of the official Chinese name for identification purpose only*

By Order of the Board  
**China Medical & HealthCare Group Limited**  
**Dr. Jonathan Weiyan Seah**  
*Chairman*

Hong Kong, 12 April 2018

As at the date of this announcement, the Board comprises:

Executive Directors

*Ms. Chong Sok Un (Deputy Chairman), Dato' Wong Peng Chong and Mr. Kong Muk Yin*

Non-Executive Directors

*Dr. Jonathan Weiyan Seah (Chairman) and Mr. Liao Feng*

Independent Non-Executive Directors

*Mr. Lau Siu Ki, Mr. Zhang Jian and Dr. Xia Xiaoning*