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CHINA HANYA GROUP HOLDINGS LIMITED

中國瀚亞集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8312)

**VOLUNTARY ANNOUNCEMENT IN RELATION TO
MEMORANDUM OF UNDERSTANDING
REGARDING STRATEGIC COOPERATION**

This announcement is made by China Hanya Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis in order to keep its shareholders and potential investors updated with the latest business development of the Group.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 15 November 2018, Hanya Apparel Company Limited (“**Party A**”), an indirect wholly-owned subsidiary of the Company, entered into a memorandum of understanding (the “**MOU**”) with a company principally engaged in trading, manufacturing, and selling of infants and kids’ apparels and accessories. (“**Party B**”).

Pursuant to the MOU, the parties intended to enter into a strategic partnership in relation to the sourcing, designing and supply of woven and knit infants and kid’s apparels and accessories by Party A to Party B. Under the MOU, the parties shall negotiate in good faith towards the other in ensuring that formal agreement(s) be entered into on or before the date falling twelve (12) months from the date of the MOU.

The MOU is a non-binding agreement (other than clauses including but not limited to confidentiality and governing law).

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, Party B and its ultimate beneficial owner(s) are third parties independent of and not connected with the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) on The Stock Exchange of Hong Kong Limited.

REASON FOR ENTERING INTO THE MOU

The Group is principally engaged in distribution of apparel products and household products.

Party B, together with its subsidiaries, is principally engaged in trading, manufacturing, and selling of infants and kids’ apparels and accessories.

The Board considers that, through the strategic cooperation under the MOU, the parties will be able to form a strategic partnership beneficial to each other, and integrate the advantages and resources of each other to create greater commercial value. The Board considers that the entering into the MOU is in line with the Company’s operation strategy and will further strengthen its distribution business, and it is in the interest of the Company’s long-term development and its shareholders as a whole.

The transactions contemplated under the MOU is subject to, among others, the entering into of formal agreement(s) and therefore may or may not proceed. Further announcement in respect of the possible cooperation will be made by the Company as and when appropriate in accordance with the GEM Listing Rules. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
China Hanya Group Holdings Limited
Lu Zhuo
Chairman

Hong Kong, 15 November 2018

As at the date of this announcement, the Board comprises Ms. Lu Zhuo and Mr. Yun Liguo as executive Directors, Ms. Yang Haibi as non-executive Director, and Mr. Leung Ka Wo, Mr. Zhang Tianbao and Mr. Christopher Francisco as independent non-executive Directors.

This announcement, for which the Directors 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 “Latest Company Announcements” page of the GEM website (www.hkgem.com) for at least 7 days from its date of its posting and on the Company’s website at www.chinahanya.com.hk.