

MEMORANDUM OF UNDERSTANDING

BETWEEN

HENAN PROVINCE, PEOPLE'S REPUBLIC OF CHINA

AND

PROVINCE OF MANITOBA, CANADA

FOR

ENHANCED COOPERATION

AND ECONOMIC DEVELOPMENT

WHEREAS Henan Province, People’s Republic of China (“Henan”) and the Province of Manitoba of Canada (“Manitoba”), hereinafter referred to jointly as the “Participants”, since the establishment of their cooperative relationship in 1994, have developed mutually beneficial exchange and cooperation in various areas of economy and trade, science, education, and culture.

WHEREAS the Participants reaffirmed the importance of further strengthening and developing the cooperative relationship between Henan and Manitoba to continue the benefits of mutual cooperation, explore opportunities for exchange and promote the cooperative relationship for the purpose of mutual benefit and common development.

WHEREAS Manitoba has a strong, diverse sectoral base including agriculture, original equipment manufacturers (OEM), food/beverage, building products, life sciences and as world - class research and development infrastructure.

RECOGNIZING there is mutual benefit in cooperating to take advantage of our respective international airports, multi-modal facilities, extensive transportation and logistics services and locations along major transportation routes to offer effective entryways into the North American and Asian marketplaces.

THEREFORE through friendly consultation and based on the principles of equality and mutual benefit, the Participants have reached the following consensus:

AREAS OF COOPERATION

1. Participants will continue to develop and strengthen the existing friendly and cooperative relationship for the purpose of promoting common

prosperity and further developing opportunities for future exchanges and mutual economic growth.

2. Participants will encourage mutual cooperation in:
 - promoting economic development, trade, investment, culture and education;
 - exploring and identifying other potential areas of cooperation; and
 - promoting missions / exchanges between the Participants' respective regions.
3. Participants will work toward developing high-level exchanges in 2009 in recognition of the 15th anniversary of the Henan-Manitoba relationship.

IMPLEMENTATION

1. Each Participant will designate a main point of contact to facilitate communication and develop exchange programs in 2009 in celebration of the 15th anniversary of the relationship, including the fields of trade, investment, technology, agriculture, agricultural equipment, transportation and logistics, technology and services, advanced manufacturing & component manufacture, education, culture, tourism, and other relevant sectors or industries as deemed appropriate. Initially, the designated contacts will be:
 - i. Henan organization: Foreign Affairs Office of Henan Provincial People's Government; and
 - ii. Manitoba organization: Manitoba Trade and Investment.

LIMITATIONS

1. Neither Participant intends to be responsible for the actions of third

parties or associates who may be involved in the activities performed through this Memorandum of Understanding.

2. This Memorandum of Understanding does not create any contractual, financial or other legal obligations for the Participants.

ENTRY INTO EFFECT, DURATION AND TERMINATION

The Memorandum of Understanding will come into effect on the date it is signed by the Participants and will remain in effect for a period of five (5) years from that date. The Memorandum of Understanding can be renewed for an additional five (5) years through mutual written consent of the Participants.

The Memorandum of Understanding may be amended with the mutual written consent of the Participants. Any such amendments will come into effect on the date determined by the Participants.

Either Participant may terminate this Memorandum of Understanding by providing the other Participant with at least three (3) months written notice of its intention to terminate.

Signed in Beijing on November 4th, 2008, in two (2) original texts in the Chinese and English languages, with both texts being equally valid.

Original Signed By

**The Honorable Doer
Premier**

Province of Manitoba, Canada

Original Signed By

**The Honorable Guo Gengmao
Governor**

Henan Province, People's Republic of China