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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect about this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Bio Cassava Holdings Limited (the “**Company**”), you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

**This circular is for information purposes only** and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.

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This circular, 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 Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular 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 circular misleading.

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## **China Bio Cassava Holdings Limited**

**中國生物資源控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8129)

(Warrant Code: 8187)

### **EXPIRY OF SUBSCRIPTION RIGHTS ATTACHED TO THE WARRANTS 2013 (Warrant Code: 8187)**

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This circular will remain on the “Latest Company Announcement” page of the website of the Growth Enterprise Market of the Stock Exchange for at least 7 days from the date of this posting and on the website of the Company.

21 January 2013

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## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE**

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**GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.**



## China Bio Cassava Holdings Limited

中國生物資源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8129)

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*Executive Directors:*

Mr. Kwan Kin Chung (*Managing Director*)

Mr. Tam Kam Biu William

Mr. Wan Xiaolin

*Non-executive Directors:*

Mr. Leung Lap Yan (*Chairman*)

Mr. Leung Lap Fu Warren

*Independent Non-executive Directors:*

Mr. Ip Chi Wai

Mr. Tse Wang Cheung Angus

Mr. Tsang Wai Wa

*Registered Office:*

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

*Principal Place of Business in*

*Hong Kong:*

Room 206, 2/F

Hewlett Centre

54 Hoi Yuen Road

Kwun Tong

Kowloon

Hong Kong

21 January 2013

*To the holders of the Warrants 2013 and, for information only,  
the shareholders of the Company*

Dear Sir or Madam,

### **NOTICE OF EXPIRY OF SUBSCRIPTION RIGHTS ATTACHED TO THE WARRANTS 2013 (Warrant Code: 8187)**

The Board of Directors (the “**Board**”) of China Bio Cassava Holdings Limited (the “**Company**”) wishes to remind the holders of the existing outstanding 2013 registered warrants (Warrant Code: 8187) (“**2013 Warrants**”) of the Company, carrying rights to subscribe in cash for new shares of HK\$0.01 each (“**Share(s)**”) in the capital of the Company at the adjusted subscription price of HK\$0.236 per Share, that in accordance with the terms and conditions of the instrument dated 21 January 2011 constituting the 2013 Warrants (the “**Instrument**”), the subscription rights attaching to the 2013 Warrants (the “**Subscription Rights**”) will expire after 4:00 p.m. on Friday, 15 February 2013. **Thereafter, any Subscription Rights which have not been exercised by 4:00 p.m. on Friday, 15 February 2013 will lapse and the 2013 Warrant certificates will cease to be valid for any purpose.**

In respect of the expiry of the 2013 Warrants, the Company has made the following arrangements regarding the dealings in, transfers of and exercise of the Subscription Rights:

1. the last trading day of the 2013 Warrants on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) will be fixed on **Thursday, 7 February 2013** and trading of the 2013 Warrants on the Stock Exchange will cease after **4:00 p.m. on Thursday, 7 February 2013**. The listing of the 2013 Warrants will be withdrawn from the Stock Exchange after **4:00 p.m. on Friday, 15 February 2013**;
2. the registered holders of the 2013 Warrants who wish to exercise in whole or in part the Subscription Rights must lodge with the branch share and warrant registrars of the Company in Hong Kong, Union Registrars Limited (the “**Registrars**”) at 18/F., Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, the following documents by **not later than 4:00 p.m. on Friday, 15 February 2013**:
  - (a) the relevant certificate(s) of the 2013 Warrants;
  - (b) the duly completed and signed subscription form(s); and
  - (c) remittances for the relevant subscription moneys;
3. persons who purchased the 2013 Warrants but have not yet registered as holders of the 2013 Warrants in their own names and wish to exercise the Subscription Rights must lodge with the Registrars at the above address the following documents by **not later than 4:00 p.m. on Friday, 15 February 2013**:
  - (a) the relevant duly executed and stamped instruments of transfer and/or other documents of title;
  - (b) the relevant certificate(s) of the 2013 Warrants;
  - (c) the duly completed and signed subscription form(s); and
  - (d) remittances for the relevant subscription moneys;
4. subscription forms lodged with the Registrars later than 4:00 p.m. on Friday, 15 February 2013 will not be regarded as valid and will not be accepted;
5. under the terms of the Instrument, new Shares will be allotted and issued within 10 days after the date of exercise of the Subscription Rights and Shares to be issued pursuant to the exercise of the Subscription Rights will, when issued, rank pari passu in all respects with the then existing issued Shares; and
6. application to the Stock Exchange has been made for the withdrawal of listing of the 2013 Warrants from the Stock Exchange with effect from 4:00 p.m. on Friday, 15 February 2013.

The closing prices of the Shares and the 2013 Warrants as quoted on the Stock Exchange on Wednesday, 16 January 2013 (being the latest practicable date prior to the printing of this circular) were HK\$0.118 per Share and HK\$0.01 per unit of the 2013 Warrant respectively.

**The holders of the 2013 Warrants who are in any doubt as to their position or the action to be taken should consult their stockbroker, bank manager, solicitor, professional accountant or other professional adviser.**

Yours faithfully,  
For and on behalf of  
**China Bio Cassava Holdings Limited**  
**Leung Lap Yan**  
*Chairman*