
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, 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 with the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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This circular, for which the directors (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, 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.



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)

GENERAL MANDATES TO ISSUE AND REPURCHASE SECURITIES, REFRESHMENT OF THE LIMIT OF THE SHARE OPTION SCHEME AND RE-ELECTION OF DIRECTORS

A letter from the board of Directors is set out on pages 3 to 7 of this circular.

A notice convening the annual general meeting of the Company to be held at Empire Room 1, 1st Floor, Empire Hotel Hong Kong – Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong on Wednesday, 8th May 2013 at 10:30 a.m. at which the above-mentioned proposals will be considered is set out on pages 18 to 21 of this circular. A form of proxy for use at the annual general meeting is also enclosed. This circular will remain on the GEM website at <http://www.hkgem.com> on the “latest company announcement” page for at least 7 days from the day of its posting and on the Company’s website at <http://www.bio-cassava.com>.

If you are unable to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s principal place of business in Hong Kong at Room 206, 2/F., Hewlett Centre, 54 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of such meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so desire.

27th March 2013

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular (including in the Appendices), unless the context otherwise requires, the following expression have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Empire Room 1, 1st Floor, Empire Hotel Hong Kong – Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong on Wednesday, 8th May 2013 at 10:30 a.m.
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Associates”	has the same meaning as defined in the GEM Listing Rules
“Board”	the board of Directors or a duly authorized committee thereof
“Company”	China Bio Cassava Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose Shares are listed on GEM
“Director(s)”	the director(s) of the Company from time to time
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented and otherwise modified from time to time
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and deal with Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant Ordinary Resolution approving such general mandate by the Shareholders
“Latest Practicable Date”	22nd March 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Notice of Annual General Meeting”	the notice convening the Annual General Meeting as set out in this circular
“Options”	the share option(s) granted under the Share Option Scheme
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the Notice of Annual General Meeting

DEFINITIONS

“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the issued share capital of the Company as the date of passing of the relevant Ordinary Resolutions approving such grant
“Scheme Mandate Limit”	the maximum number of Shares that may be issued upon exercise of all Options to be granted under the Share Option Scheme
“Share(s)”	share(s) of HK\$0.01 each in the capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 27th April 2007
“Shareholder(s)”	registered holder(s) of the Shares from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“SFO”	The Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Takeovers Code”	The Code on Takeovers and Mergers and Shares Repurchases
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong for the time being
“%”	per cent

LETTER FROM THE BOARD OF DIRECTORS



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)

Executive Directors:

Mr. Kwan Kin Chung (*Managing Director*)

Mr. Yu Huaguo

Mr. Tam Kam Biu William

Mr. Wan Xiaolin

Registered office:

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

Non-executive Directors:

Mr. Leung Lap Yan (*Chairman*)

Mr. Leung Lap Fu Warren

Principal place of business

in Hong Kong:

Room 206, 2/F.

Hewlett Centre

54 Hoi Yuen Road

Kwun Tong

Kowloon

Hong Kong

Independent non-executive Directors:

Mr. Ip Chi Wai

Mr. Tse Wang Cheung Angus

Mr. Tsang Wai Wa

27th March 2013

To the Shareholders

Dear Sir/Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SECURITIES,
REFRESHMENT OF THE LIMIT OF THE SHARE OPTION SCHEME
AND
RE-ELECTION OF DIRECTORS**

1. INTRODUCTION

The purpose of this circular is to provide information to the Shareholders as required by the Stock Exchange on the proposals relating to:

- 1.1 the grant of the Issue Mandate and the Repurchase Mandate to the Directors;

LETTER FROM THE BOARD OF DIRECTORS

1.2 the refreshment of the Scheme Mandate Limit; and

1.3 the re-election of the retiring Directors.

This circular will further give Shareholders the Notice of Annual General Meeting at which resolutions approving the above proposals will be considered and voted upon.

2. GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES

At the annual general meeting of Shareholders held on 25th May 2012, approval was given by Shareholders for the granting of, inter alia, a general mandate to the Directors (i) to repurchase Shares on the Stock Exchange up to 10% of the issued share capital of the Company; and (ii) allot and issue Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company, both as at the date of passing the relevant resolutions. In accordance with the terms of the approval, these general mandates will shortly expire on 8th May 2013 upon the conclusion of the forthcoming Annual General Meeting. To keep in line with current corporate practice, the grant of fresh general mandates for the same purpose is being sought from Shareholders and an Ordinary Resolution to grant the Repurchase Mandate to the Directors will be proposed at the Annual General Meeting. The explanatory statement required by the GEM Listing Rules to be sent to Shareholders in connection with the proposed Ordinary Resolution to approve the Repurchase Mandate is set out in Appendix I to this circular.

In addition, the Ordinary Resolutions will also be proposed (i) to grant to the Directors the Issue Mandate and (ii) to approve the addition to the Issue Mandate to issue and allot Shares under (i) above of such number of Shares purchased by the Company in accordance with the Repurchase Mandate.

As at the Latest Practicable Date, the total number of Shares in issue was 2,480,900,000 Shares. Assuming there is no issue of Shares or repurchase of Shares from the Latest Practicable Date up to the date of the Annual General Meeting, the number of Shares that can be issued pursuant to the Issue Mandate and that can be purchased by the Company under the Repurchase Mandate will be 496,180,000 Shares and 248,090,000 Shares respectively, representing 20% and 10% of the Company's issued share capital as at the date of the passing of such Ordinary Resolutions at the Annual General Meeting.

If the Issue Mandate and the Repurchase Mandate are granted to the Directors, they will be valid for the period from the date of passing the relevant Ordinary Resolutions up to the date of the next annual general meeting in 2014, or the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held, or the revocation or variation of the Issue Mandate or the Repurchase Mandate by an ordinary resolution in a general meeting of the Company, whichever of these three events occurs first.

LETTER FROM THE BOARD OF DIRECTORS

3. REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Share Option Scheme was adopted by the Company on 27 April 2007. Pursuant to the terms of the Share Option Scheme and in compliance with the provisions of Chapter 23 of the GEM Listing Rules, the maximum number of Shares that may be issued upon exercise of all options which may be granted under the Share Option Scheme and to be granted under any other share option schemes of the Company shall not exceed 189,192,500 Shares (adjusted for the effect of share subdivision and share consolidation), being 10% of the Shares in issue as at the date of approval of the Share Option Scheme.

At the extraordinary general meeting of the Company held on 29 June 2007, the Scheme Mandate Limit was refreshed to 191,322,500 Shares (adjusted for the effect of share subdivision and share consolidation), being 10% of the number of the Shares in issue as at the date of the extraordinary general meeting of the Company held on 29 June 2007.

Details of refreshment of the Scheme Mandate Limit and movements of Options granted under the Share Option Scheme are summarized as follows:–

Date of approval/ refreshment	Date of grant	Exercise period	(Adjusted) Exercise price (HK\$)	(Adjusted) No. of Options granted	(Adjusted) No. of Options exercised	(Adjusted) No. of Options cancelled	(Adjusted) No. of Options lapsed	(Adjusted) No. of Options outstanding as at LPD
27/04/2007	29/05/2007	29/05/2007 to 28/05/2017	0.450	189,190,000	–	5,000,000	–	184,190,000
29/06/2007	21/09/2011	21/09/2011 to 20/09/2021	0.172	191,250,000	–	250,000	–	191,000,000
				<u>380,440,000</u>	<u>–</u>	<u>5,250,000</u>	<u>–</u>	<u>375,190,000</u>

As shown in the above table, the Company has outstanding Options of 375,190,000, represents approximately 15.12% of the total issued share capital of the Company.

Based on 2,480,900,000 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are repurchased and issued and no Options are being granted prior to the Annual General Meeting, upon the approval of the refreshment of the Scheme Mandate Limit, the Company may grant options to eligible participants under the Share Option Scheme and all other share option schemes of the Company to subscribe for a maximum of 248,090,000 Shares, being 10% of the Shares in issue as at the date of the refreshment of the Scheme Mandate Limit. As at the Latest Practicable Date, the Company did not have any other share option scheme apart from the Share Option Scheme.

LETTER FROM THE BOARD OF DIRECTORS

Assuming that the refreshment of the Scheme Mandate Limit is approved at the Annual General Meeting and taking into account the following:

- (a) the additional 248,090,000 Shares subject to the Scheme Mandate Limit (as refreshed); and
- (b) 375,190,000 Shares subject to the options granted and yet to be exercised, the number of Shares that may be issued under the Scheme Mandate Limited (as refreshed) and to be issued under the Options granted and outstanding will be in aggregate of 623,280,000 Shares, representing approximately 25.12% of the Shares in issue as at the Latest Practicable Date and is within the 30% of Shares in issue as at the Latest Practicable Date. Under Chapter 23 of the Listing Rules, the 30% scheme limit represents a limit of 30% of the Shares in issue from time to time which may be issued upon the exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Group, if any.

The Directors consider that it is in the interest of the Company and the Shareholders as a whole to refresh the Scheme Mandate Limit to permit the grant of further Options under the Share Option Scheme so as to provide incentives to and recognize the contribution of the eligible participants, including the Group's employees, under the Share Option Scheme.

Conditions of the refreshment of the Scheme Mandate Limit

The refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the Shareholders passing an ordinary resolution to approve the refreshment of the Scheme Mandate Limit at the Annual General Meeting; and
- (b) the Listing Committee granting the approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any Options that may be granted pursuant to the Share Option Scheme under the refreshment of the Scheme Mandate Limit, representing 10% of the Shares in issue as at the date of approval of the refreshment of the Scheme Mandate Limit by the Shareholders at the Annual General Meeting.

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of Options to be granted under the refreshed Existing Scheme Limit.

4. RE-ELECTION OF DIRECTORS

In accordance with Article 116 of the Articles of Association, Messrs. Yu Huaguo, Kwan Kin Chung, Tam Kam Biu William, Wan Xiaolin, Leung Lap Yan, Leung Lap Fu Warren, Ip Chi Wai, Tse Wang Cheung Angus and Tsang Wai Wa will retire at the Annual General Meeting, being eligible, will offer themselves for re-election.

LETTER FROM THE BOARD OF DIRECTORS

As required by the GEM Listing Rules, a brief biography of the above Directors proposed to be re-elected at the Annual General Meeting is set out in Appendix II to this circular. Save for information set out in Appendix II to this circular, there is no information to be disclosed pursuant to any of the requirements of the provisions under rule 17.50(2)(h) to (v) of the GEM Listing Rules nor there are any matters that need to be brought to the attention of the Shareholders in respect of the Directors who stand for re-election at the Annual General Meeting.

5. ANNUAL GENERAL MEETING

The Notice of the Annual General Meeting is set out on pages 18 to 21 of this circular. At the Annual General Meeting, the resolutions will be proposed to approve, inter alia, the granting of the Repurchase Mandate and Issue Mandate and the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate, the refreshment of the Scheme Mandate Limit and the re-election of Directors. A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkex.com.hk). In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's principal place of business in Hong Kong at Room 206, 2/F., Hewlett Centre, 54 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the annual general meeting or any adjournment thereof should he/she/it so wishes.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore all resolutions proposed at the Annual General Meeting shall be voted by poll.

6. RECOMMENDATION

The Directors believe that the proposed resolutions as set out in the Notice of Annual General Meeting are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all such resolutions at the Annual General Meeting.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of Directors proposed to be re-elected at the Annual General Meeting) to this circular.

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

27th March 2013

This appendix serves as the explanatory statement required to be sent to Shareholders by the GEM Listing Rules in connection with the repurchase by companies with a primary listing on the Stock Exchange of their own securities. The intention of this explanatory statement is to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed Repurchase Mandate to be granted to the Directors, which relates to Shares.

1. FUNDING OF REPURCHASE

It is envisaged that repurchase will be funded entirely from the Company's available cash flow or working capital facilities which are funds otherwise available for dividend or distribution and thus legally available for such in accordance with the provision of the memorandum of association of the Company, the Articles of Association and the laws of the Cayman Islands. There might be a material adverse impact on the working capital or gearing levels of the Company (as compared with the position disclosed in the latest published audited account) in the event the Repurchase Mandate was exercised in full at any one time. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

2. REASONS FOR REPURCHASE

Repurchases of securities will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or the earnings per Share.

3. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,480,900,000 Shares. Subject to the passing of an Ordinary Resolutions at the Annual General Meeting approving the Repurchase Mandate on the basis of 2,480,900,000 Shares in issue at the date of the Annual General Meeting (assuming no further Shares will be issued or repurchased after the Latest Practicable Date and up to the date of the passing of such resolution), the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 248,090,000 Shares during the period from the passing of the resolution granting the Repurchase Mandate at the Annual General Meeting up to (i) the conclusion of the next annual general meeting, or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any relevant law to be held, or (iii) when revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company, whichever occurs first.

4. SHARE PRICES

In each of the previous twelve months before the Latest Practicable Date, the highest and lowest traded prices for the Shares on the Stock Exchange were as follows:

	Traded Market Prices	
	Highest HK\$	Lowest HK\$
2012		
March	N/A	N/A
April	N/A	N/A
May	0.196	0.124
June	0.124	0.092
July	0.119	0.106
August	0.112	0.090
September	0.092	0.077
October	0.090	0.083
November	0.095	0.060
December	0.151	0.065
2013		
January	0.250	0.114
February	0.290	0.184
March (up to the Latest Practicable Date)	0.236	0.188

Note: The Shares were suspended from trading from 23rd February 2012 to 18th May 2012.

5. UNDERTAKING OF THE DIRECTORS

(a) Directors, their Associates and Connected Person

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective Associates, has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell securities to the Company.

No connected person of the Company (as defined in the GEM Listing Rules) has notified the Company that he/she has a present intention to sell securities to the Company nor has he/she undertaken not to sell any of the securities held by him/her to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

(b) Undertaking of the Directors

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate and in accordance with the GEM Listing Rules, any applicable laws of Cayman Islands, and in accordance with the memorandum of association of the Company and the Articles of Association.

(c) Effect of Takeovers Code

If as the result of a repurchase of securities, a Shareholder's proportionate interest in the voting rights of the Company increase, such increase will be treated as an acquisition for the purpose of rule 32 of the Takeovers Code. As result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Winway H.K. Investments Limited (a wholly owned subsidiary of Culturecom Holdings Limited) was interested in 524,622,500 Shares, representing approximately 21.15% of the existing voting power at the general meeting of the Company. Culturecom Holdings Limited was deemed to be interest in 524,622,500 Shares, representing approximately 21.15% of the existing voting power at the general meeting of the Company. On the basis that no further Share will be issued or repurchased from the Latest Practicable Date up to the Annual General Meeting and assuming the full exercise of the power under the proposed Repurchase Mandate, the interest of Winway H.K. Investments Limited in the issued share capital of the Company will be increased to approximately 23.50% respectively and the deemed interest of Culturecom Holdings Limited in the issued share capital of the Company will be increased to approximately 23.50%. The Directors do not intend to repurchase Share to an extent which would result in the substantial Shareholders or any Shareholders or group of Shareholders being obliged to make a mandatory offer for the securities in the Company under rule 26 of the Code. The Directors will not repurchase securities of the Company on the Stock Exchange if the repurchase would result in the number of the listed securities which are in the hands of the public falling below the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

6. SHARE PURCHASE MADE BY THE COMPANY

No purchase of Shares has been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

As required by the GEM Listing Rules, the following are the particulars of the Directors to be re-elected at the Annual General Meeting.

EXECUTIVE DIRECTORS**KWAN Kin Chung**

Aged 43. Mr. Kwan joined the Group in February 2001 and was appointed as an executive director of the Company. He was appointed as the managing director of the Company in January 2007 and responsible for the restructuring of the group businesses and corporate investments. He is also a director of a number of subsidiaries of the Company. Mr. Kwan held the position as a vice president of Culturecom Holdings Limited (a substantial shareholder of the Company) (“Culturecom”), a company whose shares are listed on the Main Board of the Stock Exchange of Hong Kong, from 1998 to 2002. He is currently the managing director of Culturecom. He holds a Bachelor of Arts in Economics from Zhongshan University, Guangzhou, the PRC.

Saved as disclosed above, (i) Mr. Kwan does not held any other position with the Company and other members of the Company’s group; (ii) Mr. Kwan is not related to any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) Mr. Kwan does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Kwan has Options to subscribe for 5,250,000 Shares within the meaning of Part XV of SFO. There is no service contract between the Company and Mr. Kwan. Mr. Kwan is not appointed for a specific term and is subject to retirement by rotation and re-election in accordance with the Articles of Association. During the financial year ended 31st December 2012, Mr. Kwan received director’s emolument of HK\$360,000, which is determined on the basis of his experience and work and contribution to the Company.

Save as disclosed above, there are no other matters relating to his re-election that need to brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

YU Huaguo

Aged 46. Mr. Yu was appointed as executive director of the Company on 8 March 2013. He holds a Master degree of Business Administration from the Hong Kong Polytechnic University. He has over 20 years of experience in finance, capital securities and enterprise management. Mr. Yu was an executive director of Zhuhai Holdings Investment Group Limited (formerly known as Jiuzhou Development Company Limited) (“ZHIGL”), a company whose shares are listed on the Stock Exchange, and a deputy general manager of Zhuhai Jiuzhou Port Group Corporation (a substantial shareholder of ZHIGL) from 2006 to 2008.

Currently, Mr. Yu is the chief executive officer of Culturecom Holdings Limited (a substantial shareholder of the Company), a company whose shares are listed on the Stock Exchange. He is also a director of Poly Opulence Limited (a member of China Poly Group).

Saved as disclosed above, (i) Mr. Yu does not held any other position with the Company and other members of the Company's group; (ii) Mr. Yu is not related to any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) Mr. Yu does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Yu Mr. Yu did not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There is no service contract between the Company and Mr. Yu. Mr. Yu is not appointed for a specific term and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Yu is entitled to a monthly salary of HK\$150,000, which is determined on the basis of his experience and work and contribution to the Company.

Save as disclosed above, there are no other matters relating to his re-election that need to brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

TAM Kam Biu, William

Aged 56. Mr. Tam joined the Group in January 2000 as a non-executive director of the Company. In August 2000, Mr. Tam became the chief financial officer and in September 2000 as an executive director of the Company. Mr. Tam held the position as the company secretary of the Company from September 2006 to April 2010 and from December 2011. He is also a director of a number of subsidiaries of the Company. Immediately before he joined the Group on a full time basis, Mr. Tam was the chief financial officer, company secretary and executive director of ViaGOLD Capital Limited, a company whose shares are listed on the Australian Stock Exchange. Mr. Tam has remained a non-executive director of ViaGOLD Capital Limited. He is also an independent non-executive director of China Technology Solar Power Holdings Limited (formerly known as "Soluteck Holdings Limited") (a company whose shares are listed on the Growth Enterprises Market of the Stock Exchange). Mr. Tam was an independent non-executive director of China Solar Energy Holdings Limited (a company whose shares are listed on the Main Board of the Stock Exchange). Mr. Tam has over 20 years of experience in financial management and corporate finance, gained with a number of Hong Kong listed companies and international groups. Mr. Tam obtained a degree in Master of Business Administration in 1981 from York University in Toronto, Canada and became an associate member of the Hong Kong Institute of Certified Public Accountants in September 1987 and an associate of the Association of Chartered Certified Accountants in May 1988.

Saved as disclosed above, (i) Mr. Tam does not held any other position with the Company and other members of the Company's group; (ii) Mr. Tam is not related to any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) Mr. Tam does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Tam has Options to subscribe for 5,250,000 Shares within the meaning of Part XV of SFO. Mr. Tam has entered into a service contract with the Company with no fixed term. He is subject to retirement by rotation and re-election in accordance with the Articles of Association. During the financial year ended 31st December 2012, Mr. Tam received director's emolument of HK\$613,750, which is determined on the basis of his experience and work and contribution to the Company.

Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant to rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

WAN Xiaolin

Aged 55. Mr. Wan was appointed as an executive director of the Company in September 2003. He is executive director of Culturecom Holdings Limited and is responsible for its administration, human resources and training, accounts and finance and information technology related management activities. He holds a Bachelor of Arts in Economics from Shanghai Maritime University, Shanghai, the PRC.

Saved as disclosed above, (i) Mr. Wan does not hold any other position with the Company and other members of the Company's group; (ii) Mr. Wan is not related to any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) Mr. Wan does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Wan has Options to subscribe for 3,250,000 Shares within the meaning of Part XV of SFO. There is no service contract between the Company and Mr. Wan. Mr. Wan is not appointed for a specific term and is subject to retirement by rotation and re-election in accordance with the Articles of Association. During the financial year ended 31st December 2012, Mr. Wan received no remuneration or benefit. The Board may from time to time determine his remuneration and benefit.

Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant to rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

NON-EXECUTIVE DIRECTORS**LEUNG Lap Yan**

Aged 64, Mr. Leung was appointed as the chairman and an executive director of the Company in 2001. Mr. Leung has been re-designated as a non-executive director of the Company in May 2007 and remains as the chairman of the Company after the re-designation. He is also a director of a number of subsidiaries of the Company. Apart from being an inventor, Mr. Leung is a well known script writer, having written such dramas as New Justice Pao, Dynasty and The Pride of Chao Zhou. From 1978 to 1980, Mr. Leung was employed as the manager of programme planning of Rediffusion Television and from 1986 to 1989 as the assistant to the controller of production of Television Broadcasts Limited. During the period 1983 to 1986, he was the director (drama) of the Singapore Broadcasting Corporation. In 1993, he moved to Taiwan where he developed the first version of QCode, a character input system. A year later he worked together with Mr. Lau Man Kin to upgrade QCode and founded the Group. He is a brother of Mr. Leung Lap Fu Warren (a non-executive director of the Company).

Saved as disclosed above, (i) Mr. Leung does not held any other position with the Company and other members of the Company's group; (ii) Mr. Leung is not related to any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) Mr. Leung does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Leung has Options to subscribe for 2,250,000 Shares within the meaning of Part XV of SFO. There is no service contract between the Company and Mr. Leung. Mr. Leung is not appointed for a specific term and is subject to retirement by rotation and re-election in accordance with the Articles of Association. During the financial year ended 31st December 2012, Mr. Leung received director's emolument of HK\$300,000, which are determined on the basis of his experience and work and contribution to the Company.

Save as disclosed above, there are no other matters relating to his re-election that need to brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

LEUNG Lap Fu Warren

Aged 62, Mr. Leung was appointed as an executive director of the Company in 2001. He has been re-designated as a non-executive director of the Company in May 2007. He is also a director of a number of subsidiaries of the Company. For most of the 1970's, Mr. Leung worked for multinational companies, Wallem Ship Management Company Limited and C.N. Company, a member of the Swire Group, as a marine engineer specialising in automatic control systems projects. Between 1979 and 1981, he was a business manager with a subsidiary of the Kowloon Development Group. Thereafter he worked as a plant superintendent first with HSBC Property (Asia) Limited, then as senior engineer with the Macau Jockey Club and lastly with the Lee Garden Hotel Management Group. He has a number of engineering and technical qualifications, including being a high-tension electrical engineering worker registered by Electrical & Mechanical Services Department of Hong Kong Government. He is a brother of Mr. Leung Lap Yan (a non-executive director of the Company).

Saved as disclosed above, (i) Mr. Leung does not held any other position with the Company and other members of the Company's group; (ii) Mr. Leung is not related to any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) Mr. Leung does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Leung has Options to subscribe for 2,250,000 Shares within the meaning of Part XV of SFO. There is no service contract between the Company and Mr. Leung. Mr. Leung is not appointed for a specific term and is subject to retirement by rotation and re-election in accordance with the Articles of Association. During the financial year ended 31st December 2012, Mr. Leung received director's emolument of HK\$120,000, which is determined on the basis of his experience and work and contribution to the Company.

Save as disclosed above, there are no other matters relating to his re-election that need to brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS**IP Chi Wai**

Aged 45. Mr. Ip graduated from the University of Hong Kong with a bachelor's degree in law. He is a solicitor admitted in Hong Kong and has over 10 years of experience in the legal profession. He was appointed as an independent non-executive director of the Company in September 2000. He is the chairman of remuneration committee and a member of audit committee, nomination committee and corporate governance committee of the Company. Mr. Ip is also an independent non-executive director, a member of audit committee and remuneration committee of Asia Standard Hotel Group Limited.

Saved as disclosed above, (i) Mr. Ip does not held any other position with the Company and other members of the Company's group; (ii) Mr. Ip is not related to any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) Mr. Ip does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Ip has Options to subscribe for 1,250,000 Shares within the meaning of Part XV of SFO. There is no service contract between the Company and Mr. Ip. Mr. Ip is not appointed for a specific term and is subject to retirement by rotation and re-election in accordance with the Articles of Association. During the financial year ended 31st December 2012, Mr. Ip received director's emolument of HK\$87,000, which is determined on the basis of his experience and work and contribution to the Company.

Save as disclosed above, there are no other matters relating to his re-election that need to brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

TSE Wang Cheung, Angus

Aged 47. Mr. Tse is a partner in the law firm of Tse Yuen Ting Wong. He was appointed as an independent non-executive director of the Company in September 2000. He is the chairman of nomination committee and a member of audit committee, remuneration committee and corporate governance committee of the Company.

Saved as disclosed above, (i) Mr. Tse does not held any other position with the Company and other members of the Company's group; (ii) Mr. Tse is not related to any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) Mr. Tse does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Tse has Options to subscribe for 1,250,000 Shares within the meaning of Part XV of SFO. There is no service contract between the Company and Mr. Tse. Mr. Tse is not appointed for a specific term and is subject to retirement by rotation and re-election in accordance with the Articles of Association. During the financial year ended 31st December 2012, Mr. Tse received director's emolument of HK\$87,000, which is determined on the basis of his experience and work and contribution to the Company.

Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant to rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

TSANG Wai Wa

Aged 51. He was appointed as an independent non-executive director of the Company in August 2011. He is the chairman of audit committee, a member of remuneration committee, nomination committee and corporate governance committee of the Company. Mr. Tsang is an independent non-executive director of Culturecom Holdings Limited, a company whose shares are listed on the Main Board of the Stock Exchange of Hong Kong Limited, since November 2009. Mr. Tsang is a holder of a Bachelor degree in Finance and Accounting and a Master degree in Business Administration. He is a fellow member of the Chartered Association of Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. He has extensive experience in auditing and accounting. Mr. Tsang was an independent non-executive director of Opes Asia Development Limited (a company whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited).

Saved as disclosed above, (i) Mr. Tsang does not hold any other position with the Company and other members of the Company's group; (ii) Mr. Tsang is not related to any directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iii) Mr. Tsang does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Tsang is interested in 626,355 Shares of the Company and has Options to subscribe for 250,000 Shares within the meaning of Part XV of SFO. There is no service contract between the Company and Mr. Tsang. Mr. Tsang is not appointed for a specific term and is subject to retirement by rotation and re-election in accordance with the Articles of Association. During the financial year ended 31st December 2012, Mr. Tsang received director's emolument of HK\$96,000, which is determined on the basis of his experience and work and contribution to the Company.

Save as disclosed above, there are no other matters relating to his re-election that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant to rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of the shareholders of China Bio Cassava Holdings Limited (the “**Company**”) will be held at Empire Room 1, 1st Floor, Empire Hotel Hong Kong – Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong on Wednesday, 8th May 2013 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolutions (“**Resolutions**”):

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements and the reports of the directors of the Company (“**Directors**”) and auditors for the year ended 31 December 2012;
2. To re-elect retiring Directors and authorize the board of directors (“**Board**”) to fix their remuneration;
3. To re-appoint ZHONGLEI (HK) CPA Company Limited as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration;
4. As special business to consider and, if thought fit, pass with or without amendments, the following Resolutions as ordinary resolutions:

A. “**THAT**

- (a) subject to paragraph 4A(c) of this Resolution and without prejudice to Resolution 4C set out in the notice of this meeting (“**Notice**”), the Board be and is generally and unconditionally authorised to exercise during the Relevant Period (as defined in paragraph 4A(d)) of this Resolution all the powers of the Company to issue, allot or otherwise deal with shares of HK\$0.01 each in the capital of the Company (“**Shares**”) and to issue, allot or grant securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities and to make or grant offers, agreements and options which might require the exercise of such powers, subject to and in accordance with all applicable laws;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph 4A(a) of this Resolution shall authorise the Board during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally, or unconditionally, to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the approval in paragraph 4A(a) and 4A(b) of this Resolution, otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph 4A(d) of this Resolution);
 - (ii) the exercise of rights of subscription or conversion under the terms of any securities or notes for the time being in force which are convertible into Shares;
 - (iii) the exercise of subscription or conversion right under the terms of any warrants of the Company or any option granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its Subsidiaries of options to subscribe for or rights to acquire Shares; and
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles of Association**”);

shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution and the said approval shall be limited accordingly; and

- (d) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF ANNUAL GENERAL MEETING

“**Rights Issue**” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Board made to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

B. **“THAT**

- (a) subject to paragraph 4B(b) of this Resolution, the Board be and is generally and unconditionally authorised to exercise during the Relevant Period (as defined in paragraph 4A(d)) of this Resolution all powers of the Company to repurchase Shares listed on Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Repurchases, for this purpose subject to and in accordance with all applicable laws and in accordance with the provisions of, and in the manner, specified in, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or that of any other stock exchange as amended from time to time; and
- (b) the aggregate nominal amount of the Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph 4B(a) of this Resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution and the said approvals shall be limited accordingly.”

- C. **“THAT** subject to the passing of Resolutions 4A and 4B in the Notice of which this Resolution forms part being passed, the aggregate nominal amount of share capital that may be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to and in accordance with the approval given in Resolution 4A set out in the Notice be and is hereby increased and extended by the addition of the aggregate nominal amount of the Shares which may be repurchased by the Company pursuant to and in accordance with the approval given in Resolution 4B set out in the Notice provided that such amount shall not exceed the aggregate nominal amount of the Shares repurchased pursuant to the said Resolution 4B and the said approval shall be limited accordingly.”

NOTICE OF ANNUAL GENERAL MEETING

- D. “**THAT** the refreshing of the limit in respect of the aggregate number of shares of the Company which may be issued upon exercise of all options to be granted under the share option scheme adopted by the Company on 27 April 2007 (the “**Scheme**”) be and is hereby approved subject to a maximum limit equals 10% of the shares of the Company in issue at the date of passing of this resolution (the “**Refreshed Limit**”) and that the directors of the Company be and are hereby authorised, from time to time, to offer or grant options pursuant to the Scheme subject to the Refreshed Limit and to exercise all powers of the Company to allot and issue shares upon the exercise of any such options.”

By Order of the Board of
China Bio Cassava Holdings Limited
Tam Kam Biu William
Secretary

Hong Kong, 27th March 2013

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

As at the date hereof, the Board of the Company comprises Mr. Kwan Kin Chung, Mr. Yu Huaguo, Mr. Tam Kam Biu William and Mr. Wan Xiaolin as executive Directors, Mr. Leung Lap Yan and Mr. Leung Lap Fu Warren as non-executive Directors, Mr. Ip Chi Wai, Mr. Tse Wang Cheung Angus and Mr. Tsang Wai Wa as independent non-executive Directors.

Notes:

1. A member entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and on a poll, vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which is it signed or a notarially certified copy of such power of authority, must be deposited at the Company’s principal place of business in Hong Kong at Room 206, 2/F., Hewlett Centre, 54 Hoi Yuen Road, Kwun Tong, Kowloon, Hong Kong, not less than 48 hours before the time appointed for the meeting or any adjourned meeting.
3. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Shareholders are recommended to read the circular of the Company containing information concerning the resolutions proposed in this Notice.