

First Quarterly Report

2012



**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)

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

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*This report, for which the directors of China Bio Cassava Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM 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 report 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 report misleading.*

## **FINANCIAL HIGHLIGHTS**

The Group recorded turnover of HK\$1,095,000 for the three months ended 31 March 2012, representing a decrease of 11.6% from the corresponding period of previous year.

Packaged software sales of HK\$917,000 for the three months ended 31 March 2012, representing a decrease of 17.8% from the corresponding period of previous year.

The Group recorded a net loss attributable to owners of the Company for the three months ended 31 March 2012 of HK\$2,017,000 (three months ended 31 March 2011: HK\$1,515,000).

The Group's total operating expenses for the three months ended 31 March 2012 increased by HK\$343,000, representing an increase of 12.9% compared to the corresponding period of previous year. The increase in the Group's total operating expenses was mainly due to the increase in general and administrative expenses for the three months ended 31 March 2012 compared to the corresponding period of previous year.

The unaudited consolidated results for the three months ended 31 March 2012 and the comparison with last year are set out in the accompanying table.

**THREE MONTHS RESULTS (UNAUDITED)**

The board of directors (the "Board") of China Bio Cassava Holdings Limited (the "Company") is pleased to announce the unaudited consolidated results of the Company and its subsidiaries (the "Group") for the three months ended 31 March 2012, together with the unaudited comparative figures for the corresponding period in 2011 as follows:

**CONDENSED CONSOLIDATED INCOME STATEMENT (UNAUDITED)**

	Notes	Three months ended 31 March	
		2012 HK\$'000	2011 HK\$'000
Revenue	3	1,095	1,238
Cost of sales		<u>(120)</u>	<u>(104)</u>
Gross profit		975	1,134
Selling and distribution expenses		(609)	(665)
Research and development expenses		(694)	(693)
General and administrative expenses		<u>(1,689)</u>	<u>(1,291)</u>
Operating loss		(2,017)	(1,515)
Finance costs		<u>-</u>	<u>-</u>
Loss before income tax		(2,017)	(1,515)
Income tax expense	4	<u>-</u>	<u>-</u>
Loss for the period		<u><u>(2,017)</u></u>	<u><u>(1,515)</u></u>
Loss per share during the period	5		
– Basic		<u>(HK0.02 cent)</u>	<u>(HK0.02 cent)</u>
– Diluted		<u>N/A</u>	<u>N/A</u>

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
(UNAUDITED)**

	Three months ended	
	31 March	
	2012	2011
	HK\$'000	HK\$'000
Loss for the period	(2,017)	(1,515)
Other comprehensive expense		
Exchange differences arising on translating foreign operations	—	(2)
Total comprehensive expense for the period	<u>(2,017)</u>	<u>(1,517)</u>
Total comprehensive expense attributable to:		
Owners of the Company	<u>(2,017)</u>	<u>(1,517)</u>

## CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the three months ended 31 March 2012

	Share capital HK\$'000	Share premium HK\$'000	Share option reserve HK\$'000	Capital redemption reserve HK\$'000	Warrants reserve HK\$'000	Reorganisation reserve HK\$'000	Translation reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 January 2011	20,508	120,370	33,514	37	-	3,000	(145)	(164,121)	13,163
Loss for the period	-	-	-	-	-	-	-	(1,515)	(1,515)
Other comprehensive expense for the period	-	-	-	-	-	-	(2)	-	(2)
Total comprehensive expense for the period	-	-	-	-	-	-	(2)	(1,515)	(1,517)
Issue of warrants	-	-	-	-	8,000	-	-	-	8,000
Warrants issue expense	-	-	-	-	(902)	-	-	-	(902)
At 31 March 2011	<u>20,508</u>	<u>120,370</u>	<u>33,514</u>	<u>37</u>	<u>7,098</u>	<u>3,000</u>	<u>(147)</u>	<u>(165,636)</u>	<u>18,744</u>
At 1 January 2012	20,508	120,370	52,684	37	7,090	3,000	(145)	(191,670)	11,874
Loss for the period, representing total comprehensive expense for the period	-	-	-	-	-	-	-	(2,017)	(2,017)
At 31 March 2012	<u>20,508</u>	<u>120,370</u>	<u>52,684</u>	<u>37</u>	<u>7,090</u>	<u>3,000</u>	<u>(145)</u>	<u>(193,687)</u>	<u>9,857</u>

Notes:

1. GENERAL INFORMATION

The shares of the Company are listed on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the "Group") are principally engaged in computer software and embedded systems development, sales and licensing of the software and systems, and development of biotech and renewable energy. There were no significant changes in the Group's operations during the three months ended 31 March 2012.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRS") issued by the Hong Kong Institute of Certified Public Accountants. In addition, the unaudited condensed consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange and by the Hong Kong Companies Ordinance.

The unaudited condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value. Historical cost is generally based on the fair value of the consideration given in exchange for goods.

3. REVENUE AND SEGMENT INFORMATION

Revenue, which is also the Group's turnover, represents the total invoiced value of goods sold, and licensing income. Revenue recognised during the three months ended 31 March 2012 and 31 March 2011 are as follows:

	Unaudited	
	Three months ended	
	31 March	
	2012	2011
	HK\$'000	HK\$'000
Sale of goods	917	1,116
Licensing income	178	122
	<u>1,095</u>	<u>1,238</u>

The Group's operation segments, based on information reported to the board of directors of the Company, being the chief operating decision maker, for the purposes of resource allocation and assessment of segment performance focus on types of goods or services delivered or provided.

Specially, the Group's reportable segments under HKFRS 8 are as follows:

- (a) Sales and licensing of software and embedded systems.
- (b) Development of biotech renewable energy.

In addition, the chief operating decision maker further evaluates the result on a geographical basis (Hong Kong, Mainland China and Macau).

(a) **Business segments**

The following is an analysis of the Group's revenue and results by reportable and operating segment for the three months ended 31 March 2012 and 31 March 2011:

	Unaudited Three months ended 31 March					
	Sales and licensing of software and embedded systems		Development of biotech renewable energy		Total	
	2012	2011	2012	2011	2012	2011
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Segment revenue:</b>						
Sales to external customers	<u>1,095</u>	<u>1,238</u>	<u>-</u>	<u>-</u>	<u>1,095</u>	<u>1,238</u>
<b>Segment results</b>	(76)	(50)	(656)	(383)	(732)	(433)
Net fair value loss on financial assets at fair value through profit or loss					(62)	(55)
Unallocated expenses					<u>(1,223)</u>	<u>(1,027)</u>
Operating loss					(2,017)	(1,515)
Finance costs					<u>-</u>	<u>-</u>
<b>Loss for the period</b>					<u>(2,017)</u>	<u>(1,515)</u>



**(b) Geographical segments**

The following table presents revenue and expenditure information for the Group's geographical information for the three months ended 31 March 2012 and 31 March 2011:

	Unaudited							
	Hong Kong		Three months ended 31 March				Total	
	2012	2011	Mainland China		Macau		2012	2011
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Segment revenue:								
Sales to external customers	<u>1,095</u>	<u>1,238</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,095</u>	<u>1,238</u>
Segment results	(237)	(78)	(9)	(9)	(571)	(372)	(817)	(459)
Unallocated expenses							<u>(1,200)</u>	<u>(1,056)</u>
Operating loss							<u>(2,017)</u>	<u>(1,515)</u>

**4. INCOME TAX EXPENSE**

No Hong Kong profits tax has been provided in both periods as the Group did not generate any assessable profits arising in Hong Kong during the three months ended 31 March 2012 (three months ended 31 March 2011: Nil).

No profits taxes have been provided for the subsidiaries which are operating outside Hong Kong during the three months ended 31 March 2012 as these subsidiaries have not generated any assessable profits in the respective jurisdictions (three months ended 31 March 2011: Nil).

At 31 March 2012, the Group has deferred tax assets mainly arising from tax losses of the subsidiaries operating in Hong Kong and in the PRC of approximately HK\$6,050,000 and HK\$1,001,000 (At 31 December 2011: HK\$6,006,000 and HK\$1,001,000) respectively. However, deferred tax assets have not been recognised as it is uncertain whether sufficient future taxable profits will be available for utilising the accumulated tax losses. The tax losses of the subsidiary which is operating in the PRC can be carried forward for five years and tax losses of the companies within the Group which are operating in Hong Kong will not be expired under the current tax legislation.

**5. LOSS PER SHARE**

The calculation of the basic loss per share attributable to the owners of the Company is based on the consolidated loss for the three months ended 31 March 2012 attributable to the owners of the Company of HK\$2,017,000 (three months ended 31 March 2011: HK\$1,515,000) and the weighted average of 8,203,300,000 (three months ended 31 March 2011: 8,203,300,000) ordinary shares of the Company in issue during the periods.

Diluted loss per share for the three months ended 31 March 2012 and 31 March 2011 is not presented because the existence of outstanding share options and warrants during the periods have anti-dilutive effect on the basic loss per share.

**6. INTERIM DIVIDEND**

The directors do not recommend the payment of interim dividend for the three months ended 31 March 2012 (three months ended 31 March 2011: Nil).

## **BUSINESS REVIEW AND PROSPECTS**

The consolidated turnover of the Company and its subsidiaries amounted to HK\$1,095,000 for the three months ended 31 March 2012, representing a decrease of 11.6% from the corresponding period of previous year. Loss attributable to owners of the Company for the three months ended 31 March 2012 of HK\$2,017,000, compared to a loss of HK\$1,515,000 for the corresponding period of previous year. The loss per share was HK0.02 cent (three months ended 31 March 2011: HK0.02 cent).

The Group's total operating expenses for the three months ended 31 March 2012 increased by HK\$343,000, representing an increase of 12.9% compared to the corresponding period of previous year. The increase in the Group's total operating expenses was mainly due to the increase in general and administrative expenses for the three months ended 31 March 2012 compared to the corresponding period of previous year.

Packaged software sales of HK\$917,000 for the three months ended 31 March 2012, representing a decrease of 17.8% from the corresponding period of previous year.

In addition to the continuing focus of the Group in promoting its existing products, the Group is contemplating to diversify its business to new business areas and identify new business opportunities so as to derive new sources of revenue. On 23 February 2012, the Company requested suspension of trading in the shares and warrants of the Company pending release of an announcement in relation to a major transaction on the part of the Company, which expected to be released sometime in May 2012.

## **DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES**

As at 31 March 2012, save for the interest of the directors in share options as below, neither of the directors nor the chief executive of the Company had interests and or short positions in the shares of the Company ("Shares"), underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) ("SFO")) which (i) are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (ii) were recorded in the register required to be kept under Section 352 of the SFO, or (iii) have to be notified to the Company and the Stock Exchange pursuant to the required standards of dealing by directors as referred to in Rule 5.46 of the GEM Listing Rules.

## LONG POSITIONS IN UNDERLYING SHARES OF THE COMPANY

### Share Option

As at 31 March 2012, there were a total of 101,000,000 outstanding share options of the Company granted to the directors of the Company, details of which are summarised in the following table:

Director	Date of grant	Options to subscribe for shares of the Company				Outstanding as at 31 March 2012	Option exercise period	Exercise price per share	Approximate percentage of shareholding
		Outstanding as at 1 January 2012	Granted during the period	Exercised during the period	Lapsed during the period				
Kwan Kin Chung	29/5/2007	16,000,000	-	-	-	16,000,000	29/5/2007 to 28/5/2017	HK\$0.1125	0.26%
	21/9/2011	5,000,000	-	-	-	5,000,000	21/9/2011 to 20/9/2021	HK\$0.0430	
Tam Kam Biu William	29/5/2007	20,000,000	-	-	-	20,000,000	29/5/2007 to 28/5/2017	HK\$0.1125	0.26%
	21/9/2011	1,000,000	-	-	-	1,000,000	21/9/2011 to 20/9/2021	HK\$0.0430	
Wan Xiaolin	29/5/2007	12,000,000	-	-	-	12,000,000	29/5/2007 to 28/5/2017	HK\$0.1125	0.16%
	21/9/2011	1,000,000	-	-	-	1,000,000	21/9/2011 to 20/9/2021	HK\$0.0430	
Chen Man Lung	29/5/2007	16,000,000	-	-	-	16,000,000	29/5/2007 to 28/5/2017	HK\$0.1125	0.21%
	21/9/2011	1,000,000	-	-	-	1,000,000	21/9/2011 to 20/9/2021	HK\$0.0430	
Leung Lap Yan	29/5/2007	8,000,000	-	-	-	8,000,000	29/5/2007 to 28/5/2017	HK\$0.1125	0.11%
	21/9/2011	1,000,000	-	-	-	1,000,000	21/9/2011 to 20/9/2021	HK\$0.0430	
Leung Lap Fu Warren	29/5/2007	8,000,000	-	-	-	8,000,000	29/5/2007 to 28/5/2017	HK\$0.1125	0.11%
	21/9/2011	1,000,000	-	-	-	1,000,000	21/9/2011 to 20/9/2021	HK\$0.0430	
Ip Chi Wai	29/5/2007	4,000,000	-	-	-	4,000,000	29/5/2007 to 28/5/2017	HK\$0.1125	0.06%
	21/9/2011	1,000,000	-	-	-	1,000,000	21/9/2011 to 20/9/2021	HK\$0.0430	
Tse Wang Cheung Angus	29/5/2007	4,000,000	-	-	-	4,000,000	29/5/2007 to 28/5/2017	HK\$0.1125	0.06%
	21/9/2011	1,000,000	-	-	-	1,000,000	21/9/2011 to 20/9/2021	HK\$0.0430	
Tsang Wai Wa	21/9/2011	1,000,000	-	-	-	1,000,000	21/9/2011 to 20/9/2021	HK\$0.0430	0.01%
Total		101,000,000	-	-	-	101,000,000			

Note:

The option exercise period is commenced from the date of grant for ten years. The options may be exercised at any time within the option period provided that the options have been vested. As at 31 March 2012, all options have been vested.

Save as disclosed above, none of the directors or the chief executives of the Company had any interest or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations at 31 March 2012.

### **SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES**

As at 31 March 2012, according to the register of interests kept by the Company under Section 336 of the SFO, the following parties (in addition to those disclosed above in respect of the directors and chief executives) had interests or short positions in the shares or underlying shares of the Company which were required to be recorded in the register and/or were directly or indirectly interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group:

#### **Long positions in shares of the Company**

<b>Name of shareholders</b>	<b>Number of shares</b>	<b>Approximate percentage holding</b>
Winway H.K. Investments Limited	2,098,490,000	25.58%
Culturecom Holdings Limited (Note)	2,098,490,000	25.58%

Note:

Winway H.K. Investments Limited is a wholly-owned subsidiary of Culturecom Investments Limited, which is, in turn, a wholly-owned subsidiary of Culturecom Holdings (BVI) Limited. Culturecom Holdings (BVI) Limited is a wholly-owned subsidiary of Culturecom Holdings Limited. Each of Culturecom Investments Limited, Culturecom Holdings (BVI) Limited and Culturecom Holdings Limited is deemed to be interested in 2,098,490,000 shares through its controlling interest (100%) in Winway H.K. Investments Limited.

Save as disclosed above, as at 31 March 2012, the directors of the Company are not aware of any other persons who had interests or short positions in the shares or underlying shares of the Company which were interested in 5% or more of the issued share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group.

### **DIRECTORS' INTERESTS IN COMPETING BUSINESS**

None of the directors or management shareholders of the Company (as defined in the GEM Listing Rules) has an interest in a business which competes or may compete with the business of the Group.

### **PURCHASE, SALE OR REDEMPTION OF SECURITIES**

The Company has not redeemed any of its shares during the three months ended 31 March 2012. Neither the Company nor any of its subsidiaries purchased or sold of the Company's listed securities during the three months ended 31 March 2012.

### **CORPORATE GOVERNANCE**

The Code on Corporate Governance Practices set out in Appendix 15 of the GEM Listing Rules ("Code") takes effect from 1 January 2005. The Company is committed to maintain a high standard of corporate governance. To maintain a good and solid framework of corporate governance will ensure the Company to run its business in the best interests of the shareholders. Throughout the three months ended 31 March 2012 under review, the Company has complied with the Code.

### **CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted a code of conduct regarding securities transactions by directors on terms no less than the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules. The Company has also made specific enquiry of the directors and the Company was not aware of any non-compliance with the required standard of dealings and its code of conduct regarding securities transactions by directors for the three months ended 31 March 2012 under review.

### **AUDIT COMMITTEE**

The audit committee, with written terms of reference in compliance with code provision C.3.3 of the Code as set out in Appendix 15 of the GEM Listing Rules, currently comprises three independent non-executive directors, namely Mr. Tsang Wai Wa, Mr. Ip Chi Wai and Mr. Tse Wang Cheung Angus. Mr. Tsang Wai Wa is the chairman of the audit committee.

The primary duties of the audit committee are to review and supervise the Group's financial reporting process and internal control procedures. The Group's unaudited condensed consolidated results for the three months ended 31 March 2012 have been reviewed by the audit committee together with management, which was of the opinion that the preparation of such results were complied with the applicable accounting standards and requirements and those adequate disclosures have been made.

## **APPROVAL OF THE FINANCIAL STATEMENTS**

The financial statements were approved by the board of directors on 10 May 2012.

By order of the Board  
**Kwan Kin Chung**  
*Executive Director*

Hong Kong, 10 May 2012

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