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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)

UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS AND ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE AND RULES 17.10 AND 17.11 OF THE GEM LISTING RULES AND INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF THE SFO

This announcement is made by China Bio Cassava Holdings Limited (the “**Company**”) at the request of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and pursuant to Rule 3.7 of the Code on Takeovers and Mergers of Hong Kong (the “**Takeovers Code**”), Rules 17.10 and 17.11 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

Unusual price and trading volume movements

The board (the “**Board**”) of directors (the “**Directors**”) of the Company has noted the increases in the price and trading volume of the shares (the “**Shares**”) of the Company today. Having made such enquiries with respect to the Company as is reasonable in the circumstances, the Board confirms that, save as disclosed in this announcement of the Company, the Board is not aware of any reasons for the price and volume movements or of any information which must be announced to avoid a false market in the Company’s securities or of any inside information that needs to be disclosed under Part XIVA of the SFO.

Pursuant to Rule 3.7 of the Takeovers Code and Rules 17.10 and 17.11 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO

The Board wishes to update the shareholders of the Company that the Company is in discussion with independent third party(ies) (the “**Potential Investor(s)**”) in relation to the possible subscription of new Shares by the Potential Investor(s) (the “**Possible Subscription**”). The discussion is at a preliminary stage and no formal or legally binding agreement has been entered into between the Company and the Potential Investor(s) in respect of the Possible Subscription as at the date of this announcement. The Possible Subscription, if materialised, may result in the Potential Investor(s) being required to make a mandatory unconditional offer for all the issued Shares (other than those already owned by or agreed to be acquired by the Potential Investor(s) or parties acting in concert with it/them) in accordance with Rule 26.1 of the Takeovers Code. Further announcement(s) will be made of any further development with regard to the Possible Subscription as and when necessary in accordance with the GEM Listing Rules and the Takeovers Code, and on a monthly basis pursuant to Rule 3.7 of the Takeovers Code until an announcement of a firm intention to make an offer or of a decision not to proceed with an offer is made in compliance with the Takeovers Code.

As at the date of this announcement, the number of issued Shares of the Company is 2,482,150,000 Shares. There are also outstanding share options which entitle the holders thereof to subscribe for up to an aggregate of 607,580,000 Shares and outstanding warrants which entitle the holders thereof to subscribe for up to an aggregate of 496,180,000 Shares. Save as the aforesaid, the Company has no other class of relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) in issue.

Associates of the Company (including a person who owns or controls 5% or more of any class of relevant securities of the Company or any person who as a result of any transaction owns or controls 5% or more of any class of relevant securities of the Company) are reminded to disclose their dealings in the relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) of the Company.

There is no assurance that any discussion on the Possible Subscription mentioned in this announcement will either materialise or eventually be consummated, and the discussion may or may not lead to the making of an offer for the Shares. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

Reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code in accordance with Rule 3.8 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and other intermediaries who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

By order of the Board
China Bio Cassava Holdings Limited
KWAN KIN CHUNG
Managing Director

Hong Kong, 30 November 2015

As at the date of this announcement, the Board comprises Mr. Kwan Kin Chung, Mr. Yu Huaguo, Mr. Poon Yu Keung and Mr. Hung Ching Fung as executive Directors, Mr. Leung Lap Yan as non-executive Director, Mr. Tse On Kin as Chairman and independent non-executive Director and Mr. Chow Wing Tung and Mr. Ko Wai Lun Warren 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.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the “latest company announcements” page for at least 7 days from the day of its posting and on the Company’s website at www.bio-cassava.com