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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 of this circular or as to the action to be taken, you should consult a 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 and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)****PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A letter from the board of directors of the Company is set out on pages 2 to 5 of this circular. A notice convening the EGM of the Company to be held at 4608, 46/F., The Center, 99 Queen’s Road Central, Hong Kong on Friday, 22nd September 2017 at 2:30 p.m. is set out on pages 6 to 7 of this circular. A form of proxy for use at the EGM is also enclosed with this circular.

Whether or not you are able to attend the EGM, 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 Unit B on 7th Floor, Connaught Harbourfront House, 35–36 Connaught Road West, 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.

*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>.*

30th August 2017

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## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

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**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 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	2
<b>Notice of Extraordinary General Meeting</b> .....	6

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Board”	the board of the Directors
“Change of Company Name”	the proposed change of the English name of the Company from “China Bio Cassava Holdings Limited” to “Cloud Investment Holdings Limited”, and the adoption of the Chinese name of “雲信投資控股有限公司” as the dual foreign name of the Company in place of its existing Chinese name “中國生物資源控股有限公司”
“Company”	China Bio Cassava Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose Shares are listed on GEM (Stock Code: 8129)
“Director(s)”	the director(s) of the Company, from time to time
“EGM”	the extraordinary general meeting to be convened and held to consider and, if thought fit, approve, among other things, the proposed Change of Company Name
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM of the Stock Exchange in effect from time to time
“Group”	collectively, the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Poon Yu Keung  
Mr. Hung Ching Fung  
Mr. Tang Lap Chin, Richard  
Mr. Ng Chung Yuen Frank

*Registered Office:*

P.O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

*Independent non-executive Directors:*

Mr. Chow Wing Tung  
Mr. Ko Wai Lun Warren  
Mr. Yam Chiu Fan Joseph

*Principal Place of Business  
in Hong Kong:*

Unit B on 7th Floor  
Connaught Harbourfront House  
35–36 Connaught Road West  
Hong Kong

30th August 2017

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding the resolution to be proposed at the EGM to seek Shareholders approval for, among other things, the proposed Change of Company Name.

This circular contains further information relating to the resolution proposed so as to enable you to make an informed decision on whether to vote for or against the resolution proposed. A notice for convening the EGM is also set out in this circular and a form of proxy is also included for your further action.

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## LETTER FROM THE BOARD

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### **PROPOSED CHANGE OF COMPANY NAME**

The Board announced on 28th August 2017 that it proposed to change the English name of the Company from “China Bio Cassava Holdings Limited” to “Cloud Investment Holdings Limited”, and to adopt the Chinese name of “雲信投資控股有限公司” as the dual foreign name of the Company in place of its existing Chinese name “中國生物資源控股有限公司”, subject to the conditions set out below being fulfilled.

### **Conditions for the Change of Company Name**

The proposed Change of Company Name is conditional upon the following conditions having been satisfied:

- (i) the passing of a special resolution by the Shareholders approving the proposed Change of Company Name at the EGM; and
- (ii) the Registrar of Companies in the Cayman Islands granting approval for the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name of the Company on the register of companies in place of the former English name and dual foreign name and issues a certificate of incorporation on change of name. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

### **Reasons for the Change of Company Name**

In order to enhance the long-term growth potential of the Group, the Company has formulated long-term business strategy to enlarge its existing businesses and broaden its scope of business. The Board is of the view that a change of company name will help establish a fresh corporate image identity and better reflect the Group’s future business plans on development of its existing businesses. As such, the Board considers that the proposed Change of Company Name is in the best interests of the Company and its Shareholders as a whole.

### **Effects of the Change of Company Name**

The proposed Change of Company Name will not affect any rights of the Shareholders or the Company’s daily operations or its financial position. Once the Change of Company Name has become effective, any new share certificates of the Company issued thereafter will bear the new name of the Company. However, all the existing share certificates in issue bearing the present name of the Company will, after the proposed Change of Company Name having become effective, continue to be effective and as documents of title to the shares of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company. Under the Cayman Islands Companies Law, the register of members of the Company is by statute regarded as prima facie evidence of title to the shares issued by the Company.

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## LETTER FROM THE BOARD

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In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Change of Company Name becoming effective.

### **EGM**

A notice convening the EGM to be held at 4608, 46/F., The Center, 99 Queen's Road Central, Hong Kong, on Friday, 22nd September 2017 at 2:30 p.m. is set out on pages 6 to 7 of this circular.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any votes of the Shareholders at the EGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The poll results announcement will be announced by the Company after the EGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

In order to ascertain the entitlements to attend the EGM, the register of members of the Company will be closed from Monday, 18th September 2017 to Friday, 22nd September 2017 (both dates inclusive) during which period no transfer of Shares will be registered. In order to qualify for exercising the voting rights of shareholders of the Company at the EGM, all transfers accompanied by the relevant share certificate(s), must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not later than 4:00 p.m. on Friday, 15th September 2017.

### **PROXY ARRANGEMENT**

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, 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 Unit B on 7th Floor, Connaught Harbourfront House, 35-36 Connaught Road West, 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.

### **GENERAL**

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

### **RECOMMENDATION**

The Directors consider that the proposed resolution set out in the notice of EGM are in the best interests of the Company and the Shareholders as a whole and therefore recommend you to vote in favour of the resolution to be proposed at the EGM.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular, 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 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.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully  
For and on behalf of the Board  
**China Bio Cassava Holdings Limited**  
**Tang Lap Chin Richard**  
*Executive Director*



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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)**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of China Bio Cassava Holdings Limited (the “**Company**”) will be held at 4608, 46/F., The Center, 99 Queen’s Road Central, Hong Kong, on Friday, 22nd September 2017 at 2:30 p.m. for considering and, if thought fit, passing with or without amendments, the following resolution:

### SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the English name of the Company be changed from “China Bio Cassava Holdings Limited” to “Cloud Investment Holdings Limited”, and the Chinese name of “雲信投資控股有限公司” be adopted as the dual foreign name of the Company in place of its existing Chinese name “中國生物資源控股有限公司” (the “**Change of Company Name**”) and that any one or more of the directors of the Company be and is/are hereby authorised to do all such acts, deeds and things and execute all such documents as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board  
**China Bio Cassava Holdings Limited**  
**Tang Lap Chin Richard**  
*Executive Director*

Hong Kong, 30th August 2017

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

- (1) At the EGM, the Chairman of the EGM will put the above resolution to be voted by way of a poll pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).
- (2) Any member entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company.
- (3) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
- (4) 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 Unit B on 7th Floor, Connaught Harbourfront House, 35–36 Connaught Road West, Hong Kong, not less than 48 hours before the time appointed for the meeting or any adjourned meeting.
- (5) The register of members of the Company will be closed from Monday, 18th September 2017 to Friday, 22nd September 2017 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for exercising the voting rights of shareholders of the Company at the EGM, all transfers accompanied by the relevant share certificate(s), must be lodged with the Company’s branch share registrar in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, not later than 4:00 p.m. on Friday, 15th September 2017.
- (6) Where there are joint holders of any share in the Company, any one of such joint holders may vote at the EGM, either in person or by proxy, in respect of such share as if he/she/they were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other holder(s) and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (7) Completion and return of the proxy form in respect of the proposed resolution for the EGM will not preclude a member of the Company from attending and voting in person at the EGM (or any adjournment thereof) should he/she so wishes and in such event, the proxy form for the EGM (or any adjournment thereof) will be deemed to have been revoked.
- (8) The resolution at the EGM will be taken by poll (except where the chairman decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the GEM Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the GEM Listing Rules.
- (9) the executive directors of the Company are Mr. Poon Yu Keung, Mr. Hung Ching Fung, Mr. Tang Lap Chin Richard and Mr. Ng Chung Yuen Frank and the independent non-executive directors are Mr. Chow Wing Tung, Mr. Ko Wai Lun Warren and Mr. Yam Chiu Fan Joseph.
- (10) If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 11:00 a.m. on the date of the above meeting, the meeting will be postponed. The Company will publish an announcement on the GEM website at <http://www.hkgem.com> on the “latest company announcements” page and on the Company’s website at [www.bio-cassava.com](http://www.bio-cassava.com) to notify Shareholders of the date, time and venue of the rescheduled meeting.