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Cloud Investment Holdings Limited
雲信投資控股有限公司

(formerly known as 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)

**DISCLOSEABLE TRANSACTION:
PROVISION OF FINANCIAL ASSISTANCE AND
ADVANCE TO AN ENTITY**

On 8 December 2017, Fortune Credit, an indirect wholly-owned subsidiary of the Company, as lender, Customer A as borrower and personal guarantee provided by Guarantor B as guarantor entered into the New Facility Letter pursuant to which Fortune Credit has agreed to renew the grant of the Loan in the amount of HK\$6,000,000 to Customer A for a term of twelve months from the New Effective Date.

As the applicable percentage ratios under the GEM Listing Rules exceed 5% but are less than 25%, the entering into of the New Facility Letter constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the reporting and announcement requirements under the GEM Listing Rules.

As the amount of the financial assistance re-granted to Customer A exceeds 8% under the assets ratio as defined under Rule 17.15 of the GEM Listing Rules, the grant of the New Loan is also subject to the general disclosure obligations under Rule 17.17 of the GEM Listing Rules.

It is required under Rule 17.17(3) of the GEM Listing Rules to disclose the identities of both Customer A and Guarantor B. As both Customer A and Guarantor B are unwilling to disclose their identities to public and also for other commercial considerations, the Company has applied to the Stock Exchange for a waiver from strict compliance with Rule 17.17(3) of the GEM Listing Rules to disclose the identities of both Customer A and Guarantor B.

Reference is made to the announcement of the Company dated 8 June 2017 (the “**Announcement**”). Terms defined in the Announcement shall have the same meaning herein unless otherwise defined or the context otherwise required.

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THE NEW FACILITY LETTER

Date: 8 December 2017

Parties:

- (1) Fortune Credit as lender
- (2) Customer A as borrower
- (3) Guarantor B as guarantor

Fortune Credit is a company incorporated in Hong Kong and is an indirect wholly-owned subsidiary of the Company.

Each of Customer A and Guarantor B is an individual. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of Customer A and Guarantor B is an Independent Third Party and is with proper occupation.

Pursuant to the New Facility Letter, Fortune Credit has agreed to renew the grant of the Loan in the amount of HK\$6,000,000 to Customer A subject to and conditional upon the terms and conditions set out in the New Facility Letter.

Fortune Credit has assessed the backgrounds of Customer A and Guarantor B and reviewed certain assets records in accordance with the credit policy of Fortune Credit. Save for the Facility Letter and the New Facility Letter, there is no other business relationship between the Group on one part and Customer A and Guarantor B on the other party. To the best of the Directors' knowledge and information, the Directors are not aware of any default by Customer A and Guarantor B in the past.

Guarantee: The New Loan is secured by a personal guarantee dated 8 December 2017 executed by Guarantor B in favour of the Lender pursuant to which the Guarantor unconditionally and irrevocably guarantees the due, full and punctual payment of all and any sums which are or at any time may become payable by Customer A under the New Facility Letter and the due, full and punctual performance and observance by Customer A of all other obligations under the New Facility Letter.

Principal: HK\$6,000,000

Interest rate: 1.5% per month, i.e. 18% per annum

The expected total interest income would be HK\$1,080,000

- Term:** Twelve (12) months commencing from the New Effective Date
- Repayment:** Customer A shall pay the interest accrued on the New Loan on a monthly basis and shall repay the principal amount of the New Loan together with any outstanding interest accrued thereon on the due date of the New Loan.
- Prepayment:** Customer A may at any time to repay the whole or part of the New Loan after the New Effective Date subject to the strict compliance of the following conditions:
- (i) giving Fortune Credit not less than one calendar month's advance notice in writing; and
 - (ii) such prepayment shall only be made after the expiration of three (3) calendar months from the New Effective Date. Interest accrued on the New Loan for the first three (3) calendar months of the term of the New Loan shall be paid and charge in full even upon any early or partial prepayment of the New Loan within three months after the New Effective Date.
- Purpose:** The New Loan will be utilized by Customer A for the purpose of set off against the existing Loan amount drawn under the Facility Letter.

Funding of the New Loan

New Loan will be deemed to have been drawn for settlement of the existing Loan of the Facility Letter dated 8 June 2017 owed by the Borrower to the Lender.

INFORMATION ON THE GROUP AND FORTUNE CREDIT

The Group is principally engaged in the computer software and embedded systems development, sales and licensing of the software and systems and provision of financing services.

Fortune Credit is a company incorporated in Hong Kong with limited liability and is principally engaged in money lending and related business in Hong Kong. To the best of the Directors' knowledge, information and belief, Fortune Credit holds a valid Money Lenders Licence under the provisions of the Money Lenders Ordinance (Cap. 163, the laws of Hong Kong) to carry out its business.

REASONS FOR THE NEW FACILITY LETTER

The grant of the New Loan to Customer A is in the ordinary and usual course of business of the Group on normal commercial terms within the meaning of the GEM Listing Rules.

The terms of the New Facility Letter are negotiated on an arm's length basis between Fortune Credit and Customer A with regarding to, among others, the financial backgrounds of Customer A and Guarantor B as well as the repayment record of Customer A. The terms of the New Facility Letter are entered into on a normal commercial terms based on the credit policy of Fortune Credit. The terms of the New Facility Letter including the interest rate charged on Customer A are determined with reference to the range of market interest rate.

The Directors consider that the granting of the New Loan constitutes provision of financial assistance by the Group under the GEM Listing Rules. Taking into account of the cashflow stream from the expected interest income, the Directors consider that the entering into of the New Facility Letter and the terms and conditions of the New Facility Letter (including the interest rate and principal amount) are fair and reasonable and in the interest of the Company and its Shareholders as a whole.

GEM LISTING RULES IMPLICATIONS

As the applicable percentage ratios under the GEM Listing Rules exceed 5% but are less than 25%, the entering into of the New Facility Letter constitutes a discloseable transaction for the Company under Chapter 19 of the GEM Listing Rules and is therefore subject to the reporting and announcement requirements under the GEM Listing Rules.

As the amount of the financial assistance re-granted to Customer A exceeds 8% under the assets ratio as defined under Rule 17.15 of the GEM Listing Rules, the grant of the New Loan is also subject to the general disclosure obligations under Rule 17.17 of the GEM Listing Rules.

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DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“New Effective Date”	the effective date of the New Facility Letter
“New Facility Letter”	the facility letter dated 8 December 2017 and entered into between Fortune Credit as lender, Customer A as borrower and Guarantor B as guarantor in respect of the New Loan
“New Loan”	the unsecured loan in the principal amount of HK\$6,000,000 to be re-granted by Fortune Credit to Customer A under the New Facility Letter

By order of the Board
Cloud Investment Holdings Limited
TANG LAP CHIN RICHARD
Executive Director

Hong Kong, 8 December 2017

As at the date of this announcement, the Board comprises Mr. Poon Yu Keung, Mr. Hung Ching Fung, Mr. Tang Lap Chin Richard and Mr. Ng Chung Yuen Frank as executive Directors, Mr. Chow Wing Tung, Mr. Ko Wai Lun Warren and Mr. Yam Chiu Fan Joseph 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.

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.cloud-grp.com.