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**Great Harvest Maeta Group Holdings Limited**

**榮 豐 聯 合 控 股 有 限 公 司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 3683)**

**DISCLOSURE PURSUANT TO RULE 13.18  
RELATING TO  
AMENDMENT OF SPECIFIC PERFORMANCE REQUIREMENT  
ON CONTROLLING SHAREHOLDER**

This announcement is made by Great Harvest Maeta Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) in compliance with the disclosure requirements under Rule 13.18 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

By a facility agreement dated 25 January 2008 as amended and supplemented by a supplemental agreement dated 30 June 2008 and a second supplemental agreement dated 13 September 2010 (collectively, the “**Facility Agreement**”) and entered into between (1) Bryance Group Limited (“**Bryance Group**”), a wholly-owned subsidiary of the Company, as borrower; (2) the Company as guarantor; and (3) certain banks and financial institutions as lenders, a loan facility (the “**Facility**”) for the aggregate amount of US\$39,000,000 had been granted to the Group in 2008 for the purpose of the acquisition of GH Power, the Group’s Panamax dry bulk vessel.

The principal amount of the Facility shall be repaid by 40 quarterly instalments commencing 3 months from 11 February 2008. The Facility is secured by, inter alia, (a) corporate guarantee from the Company; (b) first preferred mortgage over GH Power; (c) assignment of charter-hire income and insurance in respect of GH Power; and (d) charge over the shares of Bryance Group. As at the date of this announcement, the principal amount of the Facility outstanding is US\$16,350,000.

The Facility Agreement contains the usual cross default provisions and a further requirement that Mr. Yan Kim Po (“**Mr. Yan**”), Ms. Lam Kwan (“**Ms. Lam**”) and/or any company controlled by them shall jointly hold at least 65% shareholding interests in the Company (the “**65% Shareholding Requirement**”). In addition, it will be an event of default if any two of Mr. Yan, Ms. Lam and Mr. Cao Jiancheng cease to be the executive Directors of the Company without the lenders’ consent (the “**Directorship Requirement**”).

By a side letter issued by the lenders to the Group and countersigned by the Group by way of acceptance on 19 January 2012, the 65% Shareholding Requirement under the Facility Agreement was revised such that Mr. Yan, Ms. Lam and/or any company controlled by them shall jointly hold at least 51% shareholding interests in the Company (the “**51% Shareholding Requirement**”). All other terms and conditions of the Facility Agreement and the related security documents, including the Directorship Requirement, shall remain in full force and effect. A breach of the 51% Shareholding Requirement or Directorship Requirement will constitute an event of default under the Facility Agreement, and as a result, the Facility is liable to be declared immediately due and payable. The occurrence of such circumstance may trigger the cross default provisions of other banking or credit facilities available to the Group and, as a possible consequence, these other facilities may also be declared to be immediately due and payable.

As at the date of this announcement, Ablaze Rich Investments Limited, a company wholly-owned and controlled by Mr. Yan and Ms. Lam, owns about 74.13% of the entire issued share capital in the Company. Each of Mr. Yan, Ms. Lam and Ablaze Rich Investments Limited is a controlling shareholder of the Company for the purpose of the disclosure obligation under Rule 13.18 of the Listing Rules.

For and on behalf of the Board  
**Great Harvest Maeta Group Holdings Limited**  
**Yan Kim Po**  
*Chairman*

Hong Kong, 19 January 2012

*As at the date of this announcement, the executive Directors are Mr. Yan Kim Po, Ms. Lam Kwan and Mr. Cao Jiancheng; and the independent non-executive Directors are Mr. Cheung Kwan Hung, Mr. Chan Chung Bun, Bunny and Mr. Wai Kwok Hung.*