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)

FINAL RESULTS FOR THE YEAR ENDED 31 MARCH 2012

The board (the "**Board**") of directors (the "**Directors**") of Great Harvest Maeta Group Holdings Limited (the "**Company**") hereby announces the audited consolidated final results of the Company and its subsidiaries (the "**Group**") for the year ended 31 March 2012 as follows:

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
For the year ended 31 March 2012

	NOTES	**2012** ***US$'000***	2011 *US$'000*
Revenue	3	**25,202**	30,555
Cost of services		**(20,595)**	(21,251)
Gross profit		**4,607**	9,304
Other income	5	**339**	381
General and administrative expenses		**(2,568)**	(2,530)
Listing expenses		**—**	(1,863)
Other losses		**—**	(4)
Impairment loss recognised on property, plant and equipment		**(7,707)**	—
Finance costs	6	**(1,580)**	(1,157)
(Loss)/profit before tax		**(6,909)**	4,131
Taxation	7	**—**	—
(Loss)/profit for the year and total comprehensive (expense)/income attributable to owners of the Company	8	**(6,909)**	4,131
(Loss)/earnings per share			
Basic *(US cents)*	10	**(0.83)**	0.57
Diluted *(US cents)*	10	**(0.83)**	N/A

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 31 March 2012

	NOTES	**2012** **US$'000**	2011 *US$'000*
Non-current assets			
Property, plant and equipment		**141,166**	159,534
Finance lease receivable		**1,685**	1,521
Restricted bank deposits		**3,000**	4,000
		145,851	165,055
Current assets			
Trade receivables and prepayment	11	**6,090**	3,292
Pledged bank deposits		**1,966**	3,598
Bank balances and cash		**5,946**	5,804
		14,002	12,694
Current liabilities			
Other payables and accruals	12	**2,623**	3,437
Bank loans — due within one year		**5,485**	10,456
		8,108	13,893
Net current assets/(liabilities)		**5,894**	(1,199)
Total assets less current liabilities		**151,745**	163,856
Non-current liability			
Bank loans — due after one year		**41,723**	47,208
		110,022	116,648
Capital and reserves			
Share capital	13	**1,064**	1,064
Reserves		**108,958**	115,584
Equity attributable to owners of the Company		**110,022**	116,648

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 March 2012

1. GENERAL INFORMATION

The Company was incorporated as an exempted company in the Cayman Islands with limited liability under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands on 21 April 2010. The shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Hong Kong Stock Exchange") with effect from 11 October 2010. The ultimate and immediate holding company of the Company is Ablaze Rich Investments Limited, a company incorporated in the British Virgin Islands with limited liability. The ultimate controlling shareholders of Ablaze Rich Investments Limited are Mr. Yan Kim Po and Ms. Lam Kwan. The address of the registered office of the Company is Cricket Square, Hutchins Drive, P. O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business of the Company is 12th Floor, 200 Gloucester Road, Wanchai, Hong Kong.

The consolidated financial statements are presented in United States dollars, which is also the functional currency of the Company.

The Company acts as an investment holding company.

2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current year, the Group has applied the following new and revised standards, amendments and interpretations ("new and revised HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

Amendments to HKFRSs	Improvements to HKFRSs issued in 2010
HKAS 24 (as revised in 2009)	Related Party Disclosures
Amendments to HK(IFRIC) — Int 14	Prepayments of a Minimum Funding Requirement
HK(IFRIC) — Int 19	Extinguishing Financial Liabilities with Equity Instruments

The application of the new and revised HKFRSs in the current year has had no material impact on the Group's financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

The Group has not early adopted the following new and revised standards, amendments and interpretations that have been issued but are not yet effective.

Amendments to HKFRSs	Annual Improvements to HKFRSs 2009–2011 Cycle[2]
Amendments to HKFRS 7	Disclosures — Transfers of Financial Assets[1]
Amendments to HKFRS 7	Disclosures — Offsetting Financial Assets and Financial Liabilities[2]
Amendments to HKFRS 7 and HKFRS 9	Mandatory Effective Date of HKFRS 9 and Transition Disclosures[3]
HKFRS 9	Financial Instruments[3]
HKFRS 10	Consolidated Financial Statements[2]
HKFRS 11	Joint Arrangements[2]
HKFRS 12	Disclosure of Interests in Other Entities[2]
HKFRS 13	Fair Value Measurement[2]
Amendments to HKAS 1	Presentation of Items of Other Comprehensive Income[5]
Amendments to HKAS 12	Deferred Tax — Recovery of Underlying Assets[4]
Amendments to HKAS 32	Offsetting Financial Assets and Financial Liabilities[6]
HKAS 19 (as revised in 2011)	Employee Benefits[2]
HKAS 27 (as revised in 2011)	Separate Financial Statements[2]
HKAS 28 (as revised in 2011)	Investments in Associates and Joint Ventures[2]
HK(IFRIC) — Int 20	Stripping Costs in the Production Phase of a Surface Mine[2]

1 Effective for annual periods beginning on or after 1 July 2011.
2 Effective for annual periods beginning on or after 1 January 2013.
3 Effective for annual periods beginning on or after 1 January 2015.
4 Effective for annual periods beginning on or after 1 January 2012.
5 Effective for annual periods beginning on or after 1 July 2012.
6 Effective for annual periods beginning on or after 1 January 2014.

The directors of the Company anticipate that the application of the new and revised standards, amendments and interpretations will have no material impact on the results and the financial position of the Group.

3. REVENUE

Revenue represents the net amounts received and receivable for services rendered by the Group to outside customers and less discounts.

	2012	2011
	US$'000	*US$'000*
Time charter income	**16,199**	24,492
Voyage charter income	**2,323**	567
Service income	**6,680**	5,496
	25,202	30,555

4. SEGMENT INFORMATION

HKFRS 8 "Operating Segments" requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (i.e. executive directors) in order to allocate resources to segments and to assess their performance. The information reported to the Group's chief operating decision maker for the purpose of resource allocation and performance assessment is prepared based on the overall operation of vessels on a combined basis, hence the Group has only one reportable and operating segment in which the related revenue and result are presented in the consolidated statement of comprehensive income.

Segment assets and liabilities

No assets and liabilities are included the Group's segment reporting that are submitted to and reviewed by the chief operating decision maker internally. Accordingly, no segment assets and liabilities are presented.

Geographical information

Due to the nature of the provision of vessel chartering services, which are carried out internationally, the directors consider that it is not meaningful to provide the financial information by geographical segment. Accordingly, geographical segment revenue for the provision of vessel chartering services is not presented.

Information about customers

Revenue arising from the provision of chartering and other related services for customers during the year individually contributing over 10% of total revenue of the Group is as follows:

	2012	2011
	US$'000	*US$'000*
Customer A	**6,680**	5,485
Customer B *(Note 1)*	**5,012**	—
Customer C *(Note 2)*	**2,707**	—
Customer D *(Note 1)*	**2,681**	—
Customer E *(Note 3)*	**—**	6,506
Customer F *(Note 3)*	**—**	5,460
Customer G *(Note 3)*	**—**	4,933
	17,080	22,384

Notes:

1. The revenue generated from customers B and D for the year ended 31 March 2011 was less than 10% of the total revenue of the Group.

2. No revenue was generated from customer C for the year ended 31 March 2011.

3. No revenue was generated from customers E, F and G for the year ended 31 March 2012.

5. OTHER INCOME

	2012	2011
	US$'000	*US$'000*
Interest income from bank deposits	**13**	3
Exchange gain	**—**	121
Finance income	**164**	148
Others	**162**	109
	339	381

6. FINANCE COSTS

	2012	2011
	US$'000	*US$'000*
Interest on bank loans		
— wholly repayable within five years	**299**	141
— not wholly repayable within five years	**1,137**	908
Loan arrangement fee	**144**	108
	1,580	1,157

7. TAXATION

No provision for Hong Kong Profits Tax has been made for the Group's overseas subsidiaries as the income neither arises in, nor is derived from, Hong Kong for the current and prior years.

No provision for Hong Kong Profit Tax has been made for the Group's subsidiary incorporated in Hong Kong as the subsidiary has no assessable profits for both years.

In the opinion of the directors, there is no taxation arising in other jurisdictions.

The tax for the year can be reconciled to the (loss)/profit before tax as follows:

	2012	2011
	US$'000	*US$'000*
(Loss)/profit before tax	**(6,909)**	4,131
Tax (credit)/charge at income tax rate of 16.5% (2011:16.5%)	**(1,140)**	682
Tax effect of offshore income not taxable for tax purpose	**(4,212)**	(5,085)
Tax effect of income not taxable for tax purpose	**(2)**	—
Tax effect of expenses not deductible for tax purpose	**4,988**	3,831
Tax losses not recognised	**366**	572
Tax for the year	**—**	—

At the end of the reporting period, the Group has unused tax losses of US$5,688,000 (2011: US$3,467,000) available for offset against future profits. No deferred tax asset has been recognised due to the unpredictability of future profit streams. The losses may be carried forward indefinitely.

8. (LOSS)/PROFIT FOR THE YEAR

	2012	2011
	US$'000	*US$'000*
(Loss)/profit for the year has been arrived at after charging:		
Auditor's remuneration	**113**	146
Bad debt written off	**—**	4
Crew expenses (included in cost of services)	**3,742**	2,990
Depreciation of property, plant and equipment	**11,992**	11,838
Operating lease rental in respect of rented premises	**267**	216
Staff costs (including directors' emoluments)		
Fees, salaries and other benefit costs	**1,194**	1,146
Contributions to retirement benefit plans	**18**	13
Share-based payments	**283**	—
	1,495	1,159

Crew expenses represent salaries and allowances of crew members worked for the Group but were employed by an independent ship management company on behalf of the Group.

9. DIVIDEND

The directors do not recommend the payment of final dividend for the year ended 31 March 2012.

10. (LOSS)/EARNINGS PER SHARE

The calculation of basic (loss)/earnings per share attributable to the owners of the Company is based on the following data:

	2012	2011
	US$'000	*US$'000*
(Loss)/earnings		
(Loss)/profit for the year attributable to owners of the Company	**(6,909)**	4,131

	2012	2011
Number of shares		
Weighted average number of ordinary shares for the purpose of basic earnings per share	**830,000,000**	729,452,055

The weighted average number of ordinary shares for the purpose of basic earnings per share for the year ended 31 March 2011 had been determined on the basis that the ordinary shares of the Company issued upon the corporate reorganisation had been in issue on 1 April 2009 and 639,999,500 ordinary shares issued pursuant to the capitalisation issue completed on 13 September 2010 had been adjusted retrospectively.

The computation of diluted loss per share does not assume the conversion of the Company's outstanding shares options since their exercise would result in a decrease in the loss per share for the year ended 31 March 2012.

No diluted earnings per share has been presented for 2011 as the Company has no potential ordinary shares outstanding during the year ended 31 March 2011.

11. TRADE RECEIVABLES AND PREPAYMENT

	2012	2011
	US$'000	*US$'000*
Trade receivables	**5,168**	830
Prepayment and deposit	**922**	2,462
	6,090	3,292

An analysis of trade receivables presented based on the invoice date at the end of the reporting period is as follows:

	2012	2011
	US$'000	*US$'000*
Trade receivables		
0–30 days	**3,898**	571
31–365 days	**1,148**	218
Over 365 days	**122**	41
	5,168	830

Time charter income is prepaid in advance by the charterers. The credit period granted by the Group to the customers of voyage charter is within 7 days after completion of loading, signing and/or releasing bill of lading. At 31 March 2011, included in the Group's trade receivable balances are trade amount due from a related company (aged 0–30 days) of US$567,000 controlled by Mr. Yan Kim Po and Ms. Lam Kwan, the ultimate controlling shareholders and directors of the Company.

Trade receivables disclosed below are amounts past due at the end of the reporting period for which the Group has not recognised an impairment loss. The Group does not hold any collateral over these balances.

	2012	2011
	US$'000	*US$'000*
0–30 days	**6**	60
31–365 days	**51**	218
Over 365 days	**122**	41
	179	319

The Group has not provided for an impairment on the trade receivables which are past due because the directors of the Company consider that these receivables are recoverable based on the good settlement track record of the customers. No interest is charged on the trade receivables.

Movement in the allowance for doubtful debts is as follows:

	2012	2011
	US$'000	*US$'000*
Balance at beginning of the year	**—**	—
Impairment losses recognised on trade receivables	**—**	4
Amounts written off as uncollectible	**—**	(4)
Balance at end of the year	**—**	—

The trade receivables and prepayment are mainly denominated in United States dollars.

12. OTHER PAYABLES AND ACCRUALS

	2012	2011
	US$'000	*US$'000*
Other payables and accruals	**1,245**	606
Receipts in advance from charterers	**1,378**	2,831
	2,623	3,437

13. SHARE CAPITAL

	Notes	**Number of ordinary shares at HK$0.01 per share**	**Amount**
			HK$
Authorised:			
At 21 April 2010 (date of incorporation)	a	38,000,000	380,000
Increase in authorised share capital	b	962,000,000	9,620,000
At 31 March 2011 and 2012		1,000,000,000	10,000,000
Issued:			
Allotted and issued on 21 April 2010	a	1	—
Issue of shares upon completion of corporate reorganisation on 13 September 2010	b	499	5
Capitalisation issue	c	639,999,500	6,399,995
Issue of shares upon the public offer and the placing	d	190,000,000	1,900,000
At 31 March 2011 and 2012		830,000,000	8,300,000
			US$'000
Shown in the consolidated financial statements			1,064

Notes:

a. The Company was incorporated on 21 April 2010 with an authorised share capital of HK$380,000 divided into 38,000,000 ordinary shares of HK$0.01 each. On the same date, one subscriber share was issued.

b. On 13 September 2010, the authorised share capital of HK$380,000 was increased by HK$9,620,000 divided into 962,000,000 ordinary shares, of which 499 ordinary shares were allotted and issued on the same date. These new shares ranked pari passu in all respects with the then existing share.

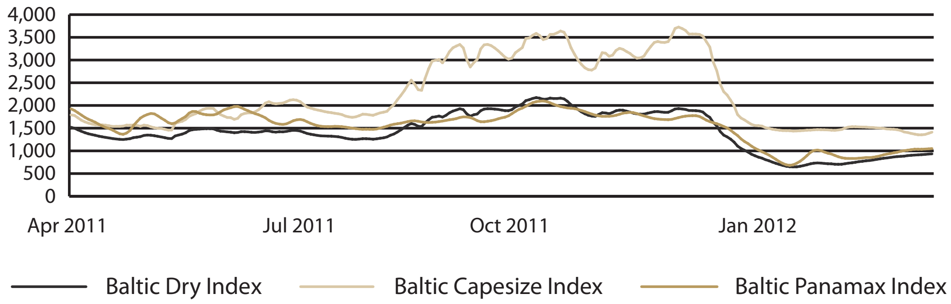
c. The directors of the Company were authorised to capitalise the amount of HK$6,399,995 (equivalent to US$821,000) standing to the credit of the share premium account of the Company by applying such sum in paying up in full at par 639,999,500 ordinary shares of HK$0.01 each of the Company for allotment and issue to the then shareholder of the Company on the register of members of the Company on 13 September 2010. On 8 October 2010, the directors of the Company allotted and issued such shares as aforesaid and gave effect on the capitalisation issue.

d. On 8 October 2010, 160,000,000 ordinary shares of HK$0.01 each were issued pursuant to the Company's initial public offering at a price of HK$1.13 per share. On 11 October 2010, the shares of the Company were listed on the Hong Kong Stock Exchange. On 12 October 2010, a further 30,000,000 ordinary shares of HK$0.01 each were issued at HK$1.13 per share pursuant to the exercise of an over-allotment option.

MANAGEMENT DISCUSSION AND ANALYSIS

Market review

The Baltic Dry Index
April 2011 – March 2012



The Baltic Dry Index fluctuated significantly ranging from 647 points to 2,173 points during the year ended 31 March 2012 as the dry bulk freight market was under the pressure of oversupply of vessels. The Baltic Dry Index fell to 647 points on 3 February 2012, marking a record low since the financial turmoil in 2008. Ship owners were forced to accept lower freight rates and less favorable terms as they were unable to secure new shipping orders for many of their vessels immediately after the last order. There was no exception to any of the vessel types in the difficult operating environment with plunging spot rates. For instance, Panamax vessels, which form the majority of the Group's fleet, recorded an average daily charter rate of approximately US$12,292 during the year ended 31 March 2012, down approximately 42% over that of approximately US$21,275 for the corresponding period last year. During the year ended 31 March 2012, oversupply of vessels in the dry bulk marine transportation market became worse despite the growth in trading volume and demand for marine transportation of major types of dry bulk cargoes, since such growth was not significant enough to offset the actual expansion in fleet size.

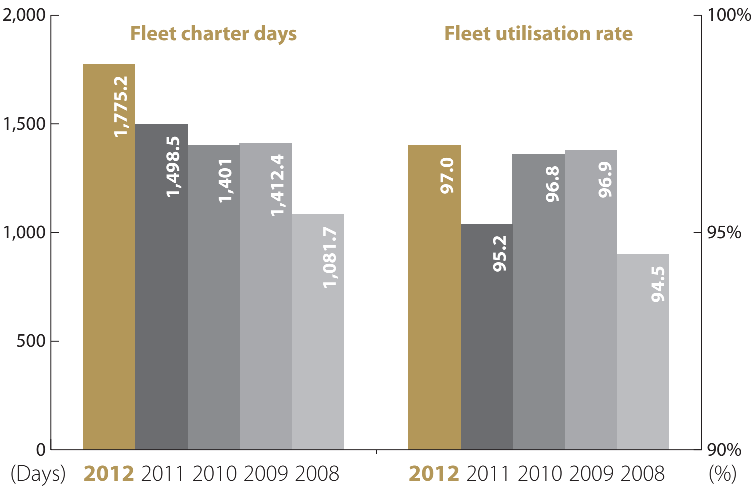
Although the first and fourth quarters of each year are traditionally bullish seasons for dry bulk freight rates, during the year ended 31 March 2012, the seasonal increase in demand for transportation did not show a positive effect on the freight market due to the large number of delivery and usage of newly built vessels. The Baltic Dry Index has been continuously decreasing shortly after reaching 2,100 points in October 2011. In the meantime, fuel oil prices for ships surged continuously and reached a historic high in 2011 as a result of the overall increase in world crude oil prices, further undermining the operating revenue of ship owners under the same freight rates.

Time charterers adopted a wait and see attitude towards vessel chartering as a result of the falling spot market rates. According to the statistics from ship brokers, there were merely 118 time charter contracts with charter periods of more than a year in 2011, which represents approximately 45% of the figures recorded in the corresponding period in 2010. Rock bottom freight rates and adverse operating conditions have speeded up the demolition of aged vessels in the world dry bulk fleet. According to market statistics, 388 dry bulk vessels were demolished in 2011, more than triple the number of dry bulk vessels demolished during the corresponding period in 2010. Though the rapid expansion in fleet size continued, the worsening spot market condition was relieved to some extent by the favorable impact brought by the demolition of aged dry bulk vessels. In addition, in view of the high fuel oil prices and extremely low freight rates, ship owners ran their vessels at economic speed to lower the actual utilization rate and reduce the market supply of vessels, thereby further enhancing occupancy rate.

Business overview

Amidst unfavorable market conditions, the Group managed to uphold its proactive and prudent operating strategies with its fleet maintaining an aggregate carrying capacity of approximately 418,230 dwt for the year ended 31 March 2012, which was in line with the corresponding period last year.

Performance analysis of the Group's Fleet



Given the fact that the spot market was under huge pressure, the shrunken transaction volume in the time charter market and the lower charter rates for charter periods of more than a year as compared to short term charters, the Group's fleet was unable to secure time charters for charter periods of more than a year at higher charter rates and four of our vessels thus switched to operate in the spot market. Nonetheless, leveraging upon its strengths including younger fleet and better design parameters, the Group sought to charter out its vessels to reputable and reliable charterers and tapped on the seasonal bullish market to enter into two short term charters at relatively higher charter rates, generating higher revenue for the Group's fleet as a whole.

For the year ended 31 March 2012, the average daily charter rate per vessel of the Group's fleet was approximately US$13,331, higher than the average daily charter rate on the Baltic Panamax Index of approximately US$12,292. Meanwhile, the Group's fleet maintained a higher occupancy rate at approximately 97% with a total of approximately 1,775.2 days of occupancy during the period from 1 April 2011 to 31 March 2012. The Group recorded a growth both in terms of days of occupancy and occupancy rate of its vessels, securing more stable revenue for the Group. Our vessels carried an aggregate of approximately 3,122,387 tonnes of cargoes, which mainly consisted of coal (accounting for approximately 64% of the total cargo volume), for the year ended 31 March 2012. At the same time, the Group strove to improve its operating efficiency by strictly controlling operating expenses and reducing unnecessary expenditures.

Market outlook

Given the depressed and plunging spot rate market in general in 2011, the dry bulk marine transportation market is expected to face another difficult and challenging year in 2012. Changes in macro-economic factors across the world, in addition to the major oversupply issue, will exert impact on and lead to fluctuation in the dry bulk marine transportation market. According to forecast published by various authoritative institutions, oversupply of vessels will continue to adversely affect the spot rate market in 2012 despite the increase in demand for marine transportation as a result of an anticipated growth in overall economy and world trade, since such growth will not offset the effect of the expansion in fleet size which will exert downward pressure on the spot rate market.

While the adverse spot market condition will be relieved to some extent taking into account factors such as delay in delivery of newly built vessels, speeding up of demolition and retirement of aged vessels and vessels running at economic speed to lower efficiency of the existing fleet, the market landscape cannot be changed fundamentally. In general, it is anticipated that spot rate will be lower in 2012 as compared with that of last year. The current market landscape may be changed and the freight market may resume to normal operation only with the combined effect of market absorption of excessive vessel supply over time and increase in demand for marine transportation.

From the market supply perspective, according to market statistics, orders for newly built dry bulk vessels to be delivered in 2012 amounted to approximately 1,700 vessels (representing approximately 140 million dwt), accounting for approximately 19.5% of the existing fleet size. Notwithstanding factors such as delay in delivery of orders, vessels will continue to operate under oversupply condition as a result of the expected double-digit growth in fleet size. Given the strengthened bargaining power of charterers, both cargo owners and charterers will raise their requirements on various aspects, such as vessel speed, fuel consumption, carrying capacity, draft mark and vessel age etc., when negotiating the terms for chartering of vessels. Thus, excellent vessel design, quality service and outstanding operating record are the keys for ship owners to sustain normal operation and generate higher revenue in the current challenging market environment. From the market demand perspective, trade in goods will grow merely at 3.7% in 2012, less than the actual growth of 5% in 2011 and the forecasted growth of 5.6% in 2013 by the International Monetary Fund. Accordingly, demand for marine transportation will be unlikely to achieve a double-digit growth, making 2012 a tough and challenging year ahead.

Amidst the current difficult and volatile market and operating condition, the Group is committed to generate higher operating revenue by adhering to its prudent operating strategies, enhancing day-to-day management of vessels and optimizing transportation to better service its customers. Apart from striving to charter out our vessels to reputable and reliable customers, we will also work on to identify market opportunities to charter out our vessels at higher charter rates as well as exercise stringent control on operating expenses and reduce unnecessary expenses. In a bid to consolidate and expand our scope of business, the Group currently intends to identify new development opportunities and/or expand our business and diversify our income streams by actively considering expansion into other businesses, such as the upstream business, apart from the shipping business.

Financial review

Revenue

Revenue of the Group decreased from approximately US$30.6 million for the year ended 31 March 2011 to approximately US$25.2 million for the year ended 31 March 2012, representing a decrease of approximately US$5.4 million, or approximately 17.5%. It comprised time charter income of approximately US$16.2 million (constituted approximately 64.3% of the revenue of the Group), voyage charter income of approximately US$2.3 million (constituted approximately 9.2% of the revenue of the Group) and service income of approximately US$6.7 million (constituted approximately 26.5% of the revenue of the Group) for the year ended 31 March 2012. The decrease in time charter income was mainly attributable to the decrease in average daily time charter equivalent ("Daily TCE") of the Group's fleet from approximately US$21,217 for the year ended 31 March 2011 to approximately US$13,331 for the year ended 31 March 2012. The increase in voyage charter income was mainly due to the income for the year ended 31 March 2012 being derived from completion of voyage charters (aggregate shipping volume of 233,600 metric tonnes of iron ore) as compared with partial recognition of income derived on a percentage of completion basis from a voyage charter of 119,300 metric tonnes of iron ore for the year ended 31 March 2011.

Cost of services

Cost of services of the Group decreased from approximately US$21.3 million for the year ended 31 March 2011 to approximately US$20.6 million for the year ended 31 March 2012, representing a decreased of approximately US$0.7 million or approximately 3.1%. The decrease of cost of services was mainly due to (i) the decrease in the dry-docking expenses accrued for GREAT HARVEST, one of the Group's Panamax dry bulk vessels; (ii) partial offset by the increase in crew expenses.

Gross profit

Gross profit of the Group decreased from approximately US$9.3 million for the year ended 31 March 2011 to approximately US$4.6 million for the year ended 31 March 2012, representing a decrease of approximately US$4.7 million or approximately 50.5%, while the gross profit margin decreased from approximately 30.5% for the year ended 31 March 2011 to approximately 18.3% for the year ended 31 March 2012. The decrease in gross profit margin of the Group was mainly attributable to the decrease in average Daily TCE of the Group's vessels.

General and administrative expenses

General and administrative expenses of the Group increased from approximately US$2.5 million for the year ended 31 March 2011 to approximately US$2.6 million for the year ended 31 March 2012, representing an increase of approximately US$38,000 or approximately 1.5%, mainly due to the share-based payments amortized during the year.

Finance costs

Finance costs of the Group increase from approximately US$1.2 million for the year ended 31 March 2011 to approximately US$1.6 million for the year ended 31 March 2012, representing an increase of approximately US$0.4 million or approximately 36.6%. Such increase was mainly attributable to the interest expenses of GH GLORY which was acquired in November 2010.

Loss and total comprehensive expense for the year

The Group incurred a loss of approximately US$6.9 million for the year ended 31 March 2012 as compared with a profit of approximately US$4.1 million for the year ended 31 March 2011. Such decline was mainly due to (i) the impairment loss of approximately US$7.7 million of the Group's capesize vessel; (ii) decrease in gross profit of approximately US$4.7 million. As the decrease in gross profit and the increase in finance costs during the year ended 31 March 2012 were rather significant, the absence of listing expenses during the year ended 31 March 2012, which amounted to approximately US$1.9 million for the year ended 31 March 2011, was still insufficient to offset the decrease in the profit of the Group during the year ended 31 March 2012.

Liquidity, financial resources, capital structure and gearing ratio

As at 31 March 2012, the Group's bank balances and cash amounted to approximately US$5.9 million (as at 31 March 2011: approximately US$5.8 million), of which approximately 98.7% was denominated in US$ and approximately 1.3% in HK$. Outstanding bank loans amounted to approximately US$47.2 million (31 March 2011: approximately US$57.7 million), of which 100% (31 March 2011: 100%) was denominated in US$.

As at 31 March 2011 and 31 March 2012, the Group had a gearing ratio (being the bank loans of the Group divided by the total assets of the Group) of approximately 32.4% and 29.5% respectively. The decrease in gearing ratio as at 31 March 2012 was mainly due to the repayment of the principal amount of the Group's bank loans.

The Group's net current assets/liabilities value position had improved from net current liabilities of approximately US$1.2 million as at 31 March 2011 to net current assets of approximately US$5.9 million as at 31 March 2012. Such improvement was mainly due to the repayments of bank loans by the Group.

The Group's liquidity requirements will be satisfied by a combination of cash flow generated from the working capital arising from operating activities and bank loans. The Group also monitors the current and expected liquidity requirements regularly to mitigate the effects of fluctuations in cash flows.

Exposure to fluctuations in exchange rate risk and related hedges

The Group's transactions and monetary assets were primarily denominated in US$. Operating expenses of the Group's Hong Kong subsidiary were primarily denominated in HK$ and the bank loans of the Group were denominated in US$. As the Group does not have significant foreign currency transactions or balances, the Directors consider that the level of foreign currency exposure for the Group is relatively minimal.

During the year ended 31 March 2012, the Group had not adopted any financial instruments for hedging purposes.

Bank loans and disclosure under Rules 13.13 to 13.19 of the Listing Rules

Pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), a general disclosure obligation will arise where an issuer or any of its subsidiaries enters into a loan agreement that includes a condition imposing specific performance obligations on any controlling shareholders, such as a requirement to maintain a specified minimum holding in the share capital of the issuer. As at 31 March 2012, the Group recorded outstanding bank loans of approximately US$47.2 million and all the bank loans carry interest at floating rate. The bank loans, namely the First Loan[1], the Second Loan[2] and the Third Loan[3] with further particulars described in the notes below, were for financing the acquisition of vessels of the Group and were secured by, inter alia, the following:

- Corporate guarantee from the Company;
- First preferred mortgages over the vessels held by Bryance Group Limited ("Bryance Group"), Joy Ocean Shipping Limited ("Joy Ocean"), Great Ocean Shipping Limited ("Great Ocean"), and Way Ocean Shipping Limited ("Way Ocean") respectively;
- Assignment of the charter-hire income and insurance in respect of the vessels held by Bryance Group, Joy Ocean, Great Ocean and Way Ocean respectively;
- Charges over shares of each of Bryance Group, Joy Ocean, Great Ocean and Way Ocean.

The above bank loans were provided to the Group on the conditions that, inter alia, Mr. Yan Kim Po, Ms. Lam Kwan and/or any company controlled by them shall jointly hold at least 51% shareholding interests in the Company.

In relation to the Second Loan, it would be an event of default if any two of Mr. Yan Kim Po, Ms. Lam Kwan and Mr. Cao Jiancheng cease to be the executive Director of the Company without the lender's prior consent.

Save as disclosed above, the Directors have confirmed that, as at the date of this announcement, there are no other circumstances that would give rise to a disclosure requirement under Rules 13.13 to 13.19 of the Listing Rules.

Notes:

1. "First Loan" represents a term loan for the aggregate principal amount of US$65 million for the purpose of refinancing the former bank borrowings for the acquisitions of GH FORTUNE and GH RESOURCES, and for working capital purpose. US$35 million of the principal amount of such term loan shall be repaid by 36 quarterly instalments, and US$30 million thereof shall be repaid by 16 quarterly instalments, commencing 3 months from 9 January 2008.

2. "Second Loan" represents a term loan for the principal amount of US$39 million for the acquisition of GH POWER. The principal amount shall be repaid by 40 quarterly instalments commencing 3 months from 11 February 2008.

3. "Third Loan" represents a term loan for the principal amount of US$26 million for the acquisition of GH GLORY. 70% of the principal amount of the bank loan shall be repayable by 28 consecutive quarterly instalments of US$650,000 commencing three months from the drawdown date, and the remaining 30% of the principal amount of the loan to be repaid together with the last quarterly instalment.

Charges on assets

As at 31 March 2012, the Group had pledged the following assets to banks as securities against banking facilities granted to the Group:

	2012	2011
	US$'000	*US$'000*
Property, plant and equipment	**141,153**	159,534
Pledged bank deposits	**1,966**	3,598
	143,119	163,132

Contingent liabilities

The Group had no contingent liabilities as at 31 March 2012.

Employees' remuneration and retirement scheme arrangements

As at 31 March 2012, the Group had 120 employees (2011: 120 employees). For the year ended 31 March 2012, the total salaries and related cost (including Directors' fees and share-based payments) amounted to approximately US$5.2 million (2011: US$4.1 million). It is the Group's policy to remunerate its employees according to the relevant market situation, and accordingly the Group's employees' remuneration level remains at a competitive level and is adjusted in accordance with the employees' performance. Other benefits offered by the Group include mandatory provident fund scheme and medical insurance.

CODE ON CORPORATE GOVERNANCE PRACTICES (THE "CG CODE")

The Company had adopted the principles and code provisions set out in the CG Code contained in Appendix 14 to the Listing Rules as the Company's code on corporate governance practices for the year under review. With the introduction of the various amendments to the CG Code with effect from 1 April 2012, the Company's code on corporate governance practices was also revised to be in line with the principles and code provisions of the revised CG Code. During the period from 1 April 2011 to 31 March 2012, the Company had been in compliance with the provisions of the CG Code then prevailing.

MODEL CODE FOR DIRECTOR'S SECURITIES TRANSACTIONS (THE "MODEL CODE")

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its code of conduct regarding Directors' securities transactions.

The Directors have confirmed that, following specific enquiry by the Company, they have complied with the required standards as set out in the Model Code for the year ended 31 March 2012 and up to the date of this announcement.

DIVIDEND

At the Board meeting held on 28 June 2012, the Directors did not recommend the payment of any final dividend to the Shareholders for the year ended 31 March 2012.

SHARE CAPITAL

Details of the movements in the share capital of the Company are set out in Note 13 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the articles of association of the Company or the laws of the Cayman Islands, being the jurisdiction in which the Company was incorporated.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities for the year ended 31 March 2012.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this announcement, there is sufficient public float of more than 25% of the Company's issued Shares as required under the Listing Rules.

AUDIT COMMITTEE

The Audit Committee has reviewed the accounting principles and practices adopted by the Group and the audited financial statements for the year ended 31 March 2012 and discussed auditing, internal control and financing reporting matters with external auditors. There were no disagreements from the auditors or the Audit Committee in respect of the accounting policies adopted by the Company.

AUDITED FINANCIAL STATEMENTS

The Group's consolidated financial statements have been audited by the Group's external auditors, Deloitte Touche Tohmatsu, and they have issued an unqualified opinion.

PUBLICATION OF FINAL RESULTS ANNOUNCEMENT AND ANNUAL REPORT

This final results announcement is published on the website of the Stock Exchange (http://www.hkexnews.hk) and the Company's website (http://greatharvestmg.com). The annual report of the Company for the year ended 31 March 2012 will also be despatched to the shareholders of the Company and published on the aforesaid websites in due course in accordance with the Listing Rules.

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

Hong Kong, 28 June 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.