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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)

COMPLETION OF ISSUE OF FIRST CONVERTIBLE BONDS

The Board is pleased to announce that all the conditions precedent to the Subscription Agreement have been fulfilled and the First Completion took place on 2 September 2013.

Reference is made to the announcement of Great Harvest Maeta Group Holdings Limited (the “**Company**”) dated 5 July 2013 and the circular (the “**Circular**”) of the Company dated 23 July 2013. Terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

THE FIRST COMPLETION

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that all the conditions precedent to the Subscription Agreement have been fulfilled and the First Completion took place on 2 September 2013.

In accordance with the terms of the Subscription Agreement, upon the First Completion, the Company has issued the First Convertible Bonds for the principal amount of US\$3,000,000 for subscription by Ablaze Rich in cash for a consideration of US\$3,000,000.

Set out below is the shareholding structure of the Company (i) as at the date of this announcement and (ii) immediately after the allotment and issue of the Conversion Shares upon the exercise of conversion rights attaching to the First Convertible Bonds in full. Pursuant to the Subscription Agreement, Ablaze Rich will only convert the First Convertible Bonds in a manner that will not cause the Company to be in breach of the Public Float

Requirement. Shareholders should take note that the analysis under scenario (ii) is shown for illustration purpose only.

Shareholders	As at the date of this announcement		Immediately after the conversion of the First Convertible Bonds in full (Note 2)	
	Number of Shares	%	Number of Shares	%
Ablaze Rich, Mr. Yan and Ms. Lam (Note 1)	616,322,500	74.26	636,086,013	74.85
Public Shareholders	<u>213,677,500</u>	<u>25.74</u>	<u>213,677,500</u>	<u>25.15</u>
Total (Note 3)	<u>830,000,000</u>	<u>100.00</u>	<u>849,763,513</u>	<u>100.00</u>

Notes:

1. The entire issued share capital of Ablaze Rich is owned as to 51% by Mr. Yan and 49% by Ms. Lam, both being also directors of Ablaze Rich. Mr. Yan and Ms. Lam are deemed to be interested in all the Shares in which Ablaze Rich is interested by virtue of the Securities and Futures Ordinance (Chapter 571 of The Laws of Hong Kong). The shareholding interests of Ablaze Rich, Mr. Yan and Ms. Lam in the Company as presented in the table above is based on the assumption that each of Ablaze Rich, Mr. Yan and Ms. Lam will not dispose of nor acquire any Shares during the relevant period.
2. Assuming (i) the Conversion Price is not adjusted as a result of any dilutive event and (ii) there is no redemption of the First Convertible Bonds pursuant to the terms and conditions of the First Convertible Bonds.
3. Assuming that there will not be any changes in the issued share capital of the Company save for the allotment and issue of the Conversion Shares pursuant to the exercise of the conversion rights attaching to the First Convertible Bonds during the relevant period.

Pursuant to the terms and conditions of the Subscription Agreement, the Company may, at any time within one year after the First Completion Date, issue the Second Completion Notice to Ablaze Rich for the purpose of the Second Completion. Further announcement will be issued by the Company in relation to the Second Completion where appropriate.

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

Hong Kong, 2 September 2013

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.