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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 PLACING OF NEW SHARES UNDER GENERAL MANDATE**

The Board is pleased to announce that the Placing has been completed and 83,000,000 Placing Shares have been issued on 23 June 2015.

Reference is made to the announcement of the Company dated 9 June 2015 (the “**Announcement**”). Terms used herein shall have the same meanings as defined in the Announcement unless the context requires otherwise.

### **COMPLETION OF THE PLACING OF NEW SHARES**

The Board is pleased to announce that the Placing has been completed and a total of 83,000,000 Placing Shares at the placing price of HK\$1.982 per Placing Share were placed to not fewer than six Placees on 23 June 2015.

To the best knowledge of the Directors, the Placees and (where relevant, their ultimate beneficial owners) are independent of and not connected with and are not acting in concert (as defined in the Takeovers Code) with any connected person of the Company or its subsidiaries. None of the Placees have become a substantial shareholder (as defined in the Listing Rules) of the Company immediately upon completion of the Placing.

The Company received net proceeds from the Placing, after deducting placing commission and other fees and expenses, of approximately HK\$156 million. The Company intends to use the net proceeds for the purposes as disclosed in “Reasons for the Placing and use of proceeds” of the Announcement.

## CHANGES TO SHAREHOLDING AS A RESULT OF THE PLACING

Set out below is the shareholding structure of the Company (i) immediately before completion of the Placing; and (ii) immediately after completion of the Placing.

	Immediately before completion of the Placing (Notes 3 to 5)		Immediately after completion of the Placing (Note 6)	
	No. of Shares	%	No. of Shares	%
<b>Connected person</b>				
Ablaze Rich Investments Limited (Notes 1 and 2)	616,322,500	74.16	616,322,500	67.43
<b>Public</b>				
The Placees	—	—	83,000,000	9.08
Other public shareholders	<u>214,757,500</u>	<u>25.84</u>	<u>214,757,500</u>	<u>23.49</u>
<b>Total:</b>	<b><u>831,080,000</u></b>	<b><u>100.00</u></b>	<b><u>914,080,000</u></b>	<b><u>100.00</u></b>

Notes:

- (1) Ablaze Rich Investments Limited is also interested in convertible bonds in the principal amount of US\$3,000,000 which may be converted into 19,763,513 Shares at the conversion price of HK\$1.184 per Share (subject to adjustment), at the exchange rate of HK\$7.8 to US\$1.0. No conversion has been made as at the date of this announcement. Conversion of the convertible bonds can only be made in a manner that will not cause the Company to be in breach of the public float requirement under Rule 8.08 of the Listing Rules.
- (2) The entire issued share capital of Ablaze Rich Investments Limited is owned as to 51% by Mr. Yan Kim Po (an executive Director and the chairman of the Board) (“**Mr. Yan**”) and 49% by Ms. Lam Kwan (an executive Director and the chief executive officer of the Company) (“**Ms. Lam**”), who are also directors of Ablaze Rich Investments Limited. Each of Mr. Yan and Ms. Lam is deemed to be interested in all the Shares and convertible bonds held by Ablaze Rich Investments Limited by virtue of the SFO.
- (3) Each of Mr. Yan and Ms. Lam has been granted share options under the share option scheme of the Company in respect of 2,100,000 Shares respectively, all of which remain outstanding as at the date of this announcement. As Mr. Yan and Ms. Lam have a spousal relationship, each of them is deemed to be interested in the Shares beneficially held by each other by virtue of the SFO.
- (4) Mr. Cao Jiancheng, an executive Director, has been granted share options under the share option scheme of the Company in respect of 8,300,000 Shares, all of which remain outstanding as at the date of this announcement.
- (5) Each of Mr. Cheung Kwan Hung, Dr. Chan Chung Bun, Bunny and Mr. Wai Kwok Hung, an independent non-executive Director, has been granted share options under the share option scheme of the Company in respect of a total of 800,000 Shares respectively, all of which remain outstanding as at the date of this announcement.
- (6) Assuming that there will not be any changes in the issued share capital of the Company save for the allotment and issue of the Placing Shares.

- (7) The information shown is based on the disclosure of interest of the relevant shareholders (as the case may be) under Part XV of the SFO up to the date of this announcement.

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

Hong Kong, 23 June 2015

*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, Dr. Chan Chung Bun, Bunny and Mr. Wai Kwok Hung.*