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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Great Harvest Maeta Group Holdings Limited (the “**Company**”) will be held at Room 2702, 27th Floor, 200 Gloucester Road, Wanchai, Hong Kong, at 10:30 a.m. on Tuesday, 3 May 2016 to consider and, if thought fit, pass the following resolution as ordinary resolution (with or without modification):

1. “**THAT:**

- (a) the agreement (the “**Sale and Purchase Agreement**”) dated 23 December 2015 (as amended by a supplemental agreement dated 31 March 2016 (the “**Supplemental Agreement**”) entered into between the Company as purchaser and Mr. Yan Kim Po, Ms. Lam Kwan and Mr. Yin Hai (collectively, the “**Vendors**”) as vendors in relation to the acquisition of the entire issued share capital of Top Build Group Ltd. by the Company from the Vendors for a total consideration of US\$54,000,000 (the “**Acquisition**”) (as defined and more particularly described in the Company’s circular dated 15 April 2016 (the “**Circular**”) and a copy of the Sale and Purchase Agreement, the Supplemental Agreement and the Circular have been produced to the meeting and marked “A”, “B” and “C” respectively, and initialed by the Chairman of the meeting for the purpose of identification), including the issue of the convertible bonds in the total principal amount of US\$54,000,000 (the “**Convertible Bonds**”) to the Vendors, which may be converted into 381,843,064 ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Conversion Share(s)**”) at the initial conversion price of HK\$1.096 per Conversion Share (subject to adjustments), and the transaction contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to issue the Convertible Bonds in accordance with the terms and conditions of the Sale and Purchase Agreement;
- (c) the Directors be and are hereby granted a specific mandate to allot and issue such number of Conversion Shares upon exercise of the conversion right attaching to the Convertible Bonds, credited as fully paid, to holder of the Convertible Bonds in accordance with the terms and conditions of the Sale and Purchase Agreement and the Convertible Bonds; and

- (d) the Directors be and are hereby authorised to take any step and execute whether under Common Seal of the Company or otherwise all such acts, matters, deeds, documents and to do all such acts or things as they may consider necessary, appropriate, desirable or expedient in connection with:
- (i) the Sale and Purchase Agreement, the Supplemental Agreement, the Acquisition, the Convertible Bonds and all other transactions contemplated thereunder, and the closing and implementation thereof;
 - (ii) securing the fulfilment of the conditions precedent of completion of the Acquisition; and
 - (iii) the approval of any amendments or variations to the Sale and Purchase Agreement, the Supplemental Agreement and the Convertible Bonds or the granting of waivers of any matters contemplated thereby that are, in the directors' opinion, not fundamental to the transactions contemplated thereby and are in the best interests of the Company, including without limitation the signing (under the Common Seal of the Company where required or expedient) of any supplemental or ancillary agreements and instruments and the giving of any undertakings and confirmations for any such purposes.”

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

Hong Kong, 15 April 2016

Head office and principal place of business in Hong Kong:

12th Floor
200 Gloucester Road
Wanchai
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the meeting above is entitled to appoint in written form one or, if he is the holder of two or more shares (the “**Shares**”) of the Company, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, whether in person or by proxy, then one of the said persons so present whose name stands first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Company's share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the meeting or any adjournment thereof.

4. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy will be deemed to be revoked.
5. This notice has been printed in English and Chinese. In the event of any inconsistency, the English text of this notice shall prevail over its Chinese text.

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.