
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **Great Harvest Maeta Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



Great Harvest Maeta Holdings Limited

榮豐億控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3683)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting to be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong at 3:30 p.m. on Monday, 28 August 2023 is set out on pages 19 to 24 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting (i.e. by 3:30 p.m. on Saturday, 26 August 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the form of proxy will be deemed to be revoked.

References to time and dates in this circular are to Hong Kong time and dates.

28 July 2023

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	4
Grant of General Mandate, Repurchase Mandate and Extension Mandate.....	5
Proposed re-election of Directors	6
Actions to be taken	7
Voting by poll	8
Closure of register of members	8
Recommendations	9
General	9
Responsibility Statement.....	9
Miscellaneous	9
Appendix I — Explanatory statement on the Repurchase Mandate	10
Appendix II — Details of the Directors proposed to be re-elected at the Annual General Meeting	14
Notice of Annual General Meeting	19

DEFINITIONS

In this Circular, unless the context otherwise requires, the following expressions have the following meanings:

“Ablaze Rich”	Ablaze Rich Investments Limited (耀豐投資有限公司), a company incorporated in the British Virgin Islands on 1 July 2008 and was owned as to 51% by Mr. Yan Kim Po and 49% by Ms. Lam Kwan as at the Latest Practicable Date, and is the controlling shareholder of the Company (as defined under the Listing Rules)
“All Ages”	All Ages Holdings Limited (萬年控股有限公司), a company incorporated in the British Virgin Islands on 1 November 2011 and was owned as to 50% by Ms. Lam Kwan and 50% by Mr. Yan Yui Ham, the son of Ms. Lam Kwan and Mr. Yan Kim Po as at the Latest Practicable Date
“Annual General Meeting”	the annual general meeting of the Company to be convened and held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on 3:30 p.m. on Monday, 28 August 2023, the notice of which is set out on pages 19 to 24 of this circular, and any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning as defined under the Listing Rules
“Board”	the board of Directors
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities
“Companies Act”	the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Great Harvest Maeta Holdings Limited (榮豐億控股有限公司), an exempted company incorporated in the Cayman Islands on 21 April 2010 under the Companies Act with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange

DEFINITIONS

“connected person(s)”	has the meaning as defined under the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the aggregate number of issued shares of the Company repurchased under the Repurchase Mandate will be added to the total number of shares of the Company which may be allotted, issued and dealt with under the General Mandate
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the number of issued shares of the Company as at the date of passing the relevant resolution at the Annual General Meeting
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	21 July 2023, being the latest practicable date prior to the issue of this circular for ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares up to a maximum of 10% of the number of the issued shares of the Company as at the date of passing the relevant resolution at the Annual General Meeting

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



Great Harvest Maeta Holdings Limited
榮 豐 億 控 股 有 限 公 司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 3683)

Executive Directors:

Ms. Lam Kwan
Mr. Pan Zhongshan

Independent non-executive Directors:

Mr. Cheung Kwan Hung
Dr. Chan Chung Bun, Bunny
Ms. Wong Tsui Yue Lucy

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*

12th Floor
200 Gloucester Road
Wanchai
Hong Kong

28 July 2023

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
PROPOSED RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purposes of this circular are to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include, *inter alia*, (a) ordinary resolutions on the proposed grant of each of the General Mandate, the Repurchase Mandate and the Extension Mandate; and (b) ordinary resolutions relating to the proposed re-election of the Directors.

LETTER FROM THE BOARD

GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE

Pursuant to the ordinary resolutions passed by the then Shareholders at the last annual general meeting of the Company held on 30 September 2022, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the number of issued shares of the Company on the date of passing the relevant ordinary resolution; (b) a general unconditional mandate to purchase or repurchase Shares not exceeding 10% of the number of issued shares of the Company on the date of passing the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the number of the Shares purchased or repurchased by the Company pursuant to the mandate to purchase or repurchase Shares referred to in (b) above.

The above general mandates will expire at the conclusion of the Annual General Meeting. At the Annual General Meeting, the following resolutions, among other matters, will be proposed to the Shareholders to consider and, if thought fit, pass as ordinary resolutions of the Company:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with Shares up to a maximum of 20% of the number of issued shares of the Company on the date of passing of such resolution. On the basis that 952,613,513 Shares were in issue as at the Latest Practicable Date and assuming no Shares will be issued or repurchased prior to the Annual General Meeting, the maximum number of Shares to be allotted and issued pursuant to the General Mandate will be 190,522,702;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase Shares on the Stock Exchange up to a maximum of 10% of the number of issued shares of the Company on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of shares which may be allotted and issued under the General Mandate by an amount representing the number of issued shares of the Company repurchased under the Repurchase Mandate.

Each of the General Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; (b) the date by which the next annual general meeting is required by the Companies Act or the Articles of Association to be held; or (c) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

LETTER FROM THE BOARD

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

PROPOSED RE-ELECTION OF DIRECTORS

According to Article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Since Mr. Pan Zhongshan was appointed on 28 April 2023 as an addition to the existing Board by the Directors, Mr. Pan Zhongshan will retire as Director and, being eligible, offer himself for re-election as Director at the Annual General Meeting.

According to Article 84 of the Articles of Association, not less than one-third of the Directors shall retire from office by rotation at each annual general meeting of the Company provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Any Director who retires under this article shall then be eligible for re-election as Director.

In addition, pursuant to code provision B.2.3 of the Corporate Governance Code contained in Appendix 14 to the Listing Rules, if an independent non-executive director has served more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders of the listed issuer. The papers to shareholders accompanying that resolution should state why the board (or the nomination committee) believes that the director is still independent and should be re-elected, including the factors considered, the process and the discussion of the board (or the nomination committee) in arriving at such determination. Mr. Cheung Kwan Hung was appointed as an independent non-executive Director on 13 September 2010 and has served as an independent non-executive Director for more than nine years.

Accordingly, Ms. Lam Kwan and Mr. Cheung Kwan Hung will retire as Directors and, being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

Recommendations to the Board for the proposal for re-election of Ms. Lam Kwan and Mr. Pan Zhongshan as executive Directors and Mr. Cheung Kwan Hung as independent non-executive Director were made by the Nomination Committee, after having considered a range of diversity perspectives including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company.

LETTER FROM THE BOARD

Biographical information of each of Ms. Lam Kwan, Mr. Pan Zhongshan and Mr. Cheung Kwan Hung is set out in Appendix II to this circular.

Recommendation of the Nomination Committee with respect to the independent non-executive Director subject to re-election at the Annual General Meeting

The Nomination Committee had assessed and reviewed the written confirmation of independence of Mr. Cheung Kwan Hung, the independent non-executive Director who has offered himself for re-election at the Annual General Meeting based on the independence criteria as set out in Rule 3.13 of the Listing Rules and are satisfied that he remains independent in accordance with Rule 3.13 of the Listing Rules. In addition, the Nomination Committee had evaluated his performance and is of the view that he has provided valuable contributions to the Company and demonstrated his abilities to provide independent, balanced and objective view to the Company's affairs.

The Nomination Committee is also of the view that Mr. Cheung Kwan Hung would bring to the Board his own perspective, skills and experience, as further described in his biography in Appendix II to this circular.

Based on the board diversity policy adopted by the Company, the Nomination Committee considers that Mr. Cheung Kwan Hung can contribute to the diversity of the Board, in particular, with his extensive experience in accounting, finance, corporate management and investment banking.

Therefore, the Board, with the recommendation of the Nomination Committee, has nominated Mr. Cheung Kwan Hung for re-election as independent non-executive Director at the Annual General Meeting.

ACTIONS TO BE TAKEN

Set out on pages 19 to 24 of this circular is a notice convening the Annual General Meeting at which ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the proposed grant of the General Mandate, Repurchase Mandate and Extension Mandate; and
- (b) the proposed re-election of Directors.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed herewith. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting (i.e. by 3:30 p.m. on Saturday, 26 August 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL

All the resolutions set out in the notice of the Annual General Meeting will be decided by poll, except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, in accordance with the Listing Rules. The chairman of the Annual General Meeting will explain the detailed procedures for conducting a poll at the Annual General Meeting.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every Share held which is fully paid or credited as fully paid.

After the conclusion of the Annual General Meeting, the poll results will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.greatharvestmg.com.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 23 August 2023 to Monday, 28 August 2023 (both days inclusive) for the purpose of determining the right to attend and vote at the Annual General Meeting. In order to be qualified for attending and voting at the Annual General Meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the corresponding share certificates are lodged with the Company's Hong Kong share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Tuesday, 22 August 2023.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Board considers that the ordinary resolutions to be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolutions at the Annual General Meeting.

GENERAL

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder is required to abstain from voting under the Listing Rules for any resolution proposed to be adopted at the Annual General Meeting.

Your attention is drawn to the additional information set out in the appendices to this circular.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
For and on behalf of the Board
Great Harvest Maeta Holdings Limited
Lam Kwan
Chairperson

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 952,613,513 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no Shares will be issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 95,261,351 Shares, representing 10% of the issued shares of the Company as at the Latest Practicable Date.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles of Association, the Companies Act, other applicable laws of the Cayman Islands and the Listing Rules. A listed company is prohibited from repurchasing its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Under the Companies Act, repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital.

5. GENERAL

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 March 2023, being the date to which the Group's latest published audited consolidated financial statements were made up, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which Shares were traded on the Stock Exchange during the period from 1 July 2022 and up to the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2022		
July	0.385	0.196
August	0.280	0.197
September	0.270	0.171
October	0.195	0.162
November	0.210	0.180
December	0.205	0.170
2023		
January	0.195	0.180
February	0.193	0.151
March	0.186	0.160
April	0.180	0.162
May	0.180	0.170
June	0.180	0.161
July (up to and including the Latest Practicable Date)	0.171	0.151

7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of the Cayman Islands and in accordance with the regulations set out in the memorandum of association of the Company and the Articles of Association.

8. CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Mr. Yan Kim Po ("**Mr. Yan**") and Ms. Lam Kwan ("**Ms. Lam**"), were deemed to be interested in aggregate 656,805,000 Shares in issue, in which 11,370,000 Shares were beneficially owned by Ms. Lam, 615,242,500 Shares were held by Ablaze Rich, and 30,192,500 Shares were held by All Ages, representing approximately 68.9% of the total number of Shares in issue as at the Latest Practicable Date. Ablaze Rich is a company owned as to 51% by Mr. Yan and as to 49% by Ms. Lam. All Ages is a company owned as to 50% by Ms. Lam. On the basis that (i) the number of Shares in issue as at the Latest Practicable Date remains unchanged as at the date of the Annual General Meeting, and (ii) the shareholding interests of Mr. Yan and Ms. Lam in the Company remain unchanged immediately after the full exercise of the Repurchase Mandate, in the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the aggregate shareholding of Mr. Yan and Ms. Lam in the issued Shares would be increased to approximately 76.6% of the number of Shares in issue. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code, but would result in the number of Shares held in the hands of the public falling below 25% of the issued share capital of the Company.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

10. SHARE PURCHASE MADE BY THE COMPANY

The Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

The following sets out the respective details of the Directors, the office of whom will end at the Annual General Meeting pursuant to the Articles of Association and who, being eligible, will offer themselves for re-election:

EXECUTIVE DIRECTORS**(1) MS. LAM KWAN**

Ms. Lam Kwan (林群), aged 55, is the chairperson of the Board, chief executive officer and an executive Director of the Company. She is the chairperson of the Nomination Committee and a member of the remuneration committee of the Board. She is one of the co-founders of the Group. Ms. Lam is the spouse of Mr. Yan Kim Po, who is also one of the controlling shareholders of the Company (as defined under the Listing Rules). Ms. Lam is primarily responsible for the Group's day-to-day management and overall business operations as well as its finance and administrative management. She is also a director of each of the subsidiaries of the Company. Ms. Lam has extensive experience in the marine transportation industry. Ms. Lam is currently a director of Adex Mining Inc. (TSXV stock code: ADE), a company listed on the TSX Venture Exchange in Canada. She was an executive director of HS Optimus Holdings Limited (formerly known as KLW Holdings Limited) (SGX stock code: 504), a company listed on Singapore Exchange Securities Trading Limited from August 2016 to July 2021. She has been appointed as chairman of Pok Oi Hospital from April 2022 to March 2023 and she has been appointed as permanent adviser of Pok Oi Hospital since 1 April 2023. She is currently a director of the Hong Kong Energy, Mining and Commodities Association, an honorary director of Hong Kong Baptist University Foundation, and a fellow of the Hong Kong Institute of Directors. She graduated from Dongbei University of Finance & Economics in 1990 with a bachelor's degree in English for Finance in the Department of Foreign Language for Finance. Save as disclosed above, in the three years preceding the Latest Practicable Date, Ms. Lam did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Ms. Lam is not entitled to any remuneration under her service agreement with the Company, which has a term of three years commencing from 1 August 2022 unless terminated by not less than six months' notice in writing given by either party to the other. Ms. Lam has also entered into an employment contract with Union Apex Mega Shipping Limited, a direct wholly-owned subsidiary of the Company, on 1 August 2010 for a continuous term unless terminated by not less than two months' advance written notice of termination served by either party on the other. Ms. Lam is subject to the rotational retirement and re-election requirements at the annual general meetings of the Company pursuant to the Articles of Association. As at the Latest Practicable Date, she was entitled to an annual remuneration of HK\$1,625,000 under her employment contract with Union Apex Mega Shipping Limited, subject to annual review at the end of each financial year of the Company. The emolument of Ms. Lam is determined by the Board with reference to her qualifications, experience, duties and responsibilities with the Group, as well as the Group's performance and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Lam was interested in (i) 11,370,000 Shares held by her; and (ii) 187,103,101 Shares to be allotted and issued upon the exercise of conversion rights attached to the convertible bonds if Sfund International Investment Fund Management Limited (廣州基金國際股權投資基金管理有限公司) (“Sfund”) exercise the put option and request Ms. Lam to purchase these convertible bonds. By virtue of the SFO, Ms. Lam was also deemed to be interested in (i) 194,739,963 Shares to be allotted and issued upon the exercise of conversion rights attached to the convertible bonds if Sfund exercise the put option and request Mr. Yan Kim Po to purchase these convertible bonds; (ii) 615,242,500 Shares held by Ablaze Rich, the controlling shareholder of the Company (as defined under the Listing Rules), as the entire issued share capital of Ablaze Rich was beneficially owned as to 49% by Ms. Lam and Ms. Lam is also a director of Ablaze Rich; and (iii) 30,192,500 Shares held by All Ages, as the entire issued share capital of All Ages was beneficially owned as to 50% by Ms. Lam.

Save as disclosed above, as at the Latest Practicable Date, Ms. Lam did not have any other interests in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO, nor was she related to any other Directors, senior management, substantial or controlling shareholders of the Company.

There is no information which is discloseable nor is/was she involved in any matters required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

There are no other matters concerning Ms. Lam that need to be brought to the attention of the Shareholders.

(2) MR. PAN ZHONGSHAN

Mr. Pan Zhongshan (潘忠善), aged 58, has been serving as an executive Director of the Company since 28 April 2023. Mr. Pan is responsible for the operation management of the Group’s shipping business since January 2022. Mr. Pan has 36 years of experience in the maritime industry. Mr. Pan graduated from Dalian Maritime University* (大連海事大學) with a bachelor degree of ocean-going ship navigation* (航海系遠洋船舶駕駛專業). Before joining the Group, he had worked for China COSCO Shipping Corporation Limited in Qingdao Branch as third mate, second mate, chief mate and a captain of ocean-going vessels from 1986 to 2002. Mr. Pan had joined the Hong Kong Lihai International Shipping Limited as deputy general manager since 2002 and he had been appointed as managing director from 2006 to 2019. In the three years preceding the Latest Practicable Date, Mr. Pan did not hold any directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

* For identification purposes only

Mr. Pan is not entitled to any remuneration under his service agreement with the Company, which has an initial fixed term of three years commencing from 28 April 2023 renewable automatically for successive terms of one year each commencing from the day immediately after the expiry of the then current term of appointment, until terminated as contemplated pursuant to the termination provisions therein, or by not less than six months' written notice served by either party expiring at the end of the initial term of his appointment or any time thereafter. Mr. Pan has also entered into an employment contract with Union Apex Mega Shipping Limited, a direct wholly-owned subsidiary of the Company, in January 2022. Mr. Pan is subject to the rotational retirement and re-election requirements at the annual general meetings of the Company pursuant to the Articles of Association. As at the Latest Practicable Date, he was entitled to an annual remuneration of HK\$960,000 under his employment contract with Union Apex Mega Shipping Limited, subject to annual review at the end of each financial year of the Company. The emolument of Mr. Pan is determined by the Board with reference to his qualifications, experience, duties and responsibilities with the Group, as well as the Group's performance and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Pan was interested in 602,500 Shares.

Save as disclosed above, as at the Latest Practicable Date, Mr. Pan did not have any other interests in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO, nor was he related to any Directors, senior management, substantial or controlling shareholders of the Company.

There is no information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

There are no other matters concerning Mr. Pan that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR**(3) MR. CHEUNG KWAN HUNG**

Mr. Cheung Kwan Hung (張鈞鴻), aged 71, has been serving as an independent non-executive Director of the Company since September 2010. Mr. Cheung graduated from Hong Kong Polytechnic with a Higher Diploma in Accountancy in 1978 and is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Cheung has extensive experience in accounting, finance, corporate management and investment banking, specializing in equity/debt fund raising, mergers and acquisitions and corporate and debt restructuring, as well as private financial consultancy work. Mr. Cheung was an independent non-executive director of a company listed on the Main Board of the Stock Exchange, namely NewOcean Energy Holdings Limited (stock code: 342) (in liquidation) from August 2001 to December 2021. Mr. Cheung was an independent non-executive director of Zhuoxin International Holdings Limited (stock code: 8266), a company previously listed on the GEM of the Stock Exchange, from October 2018 to January 2020. Mr. Cheung has also been appointed as independent non-executive director of Long Well International Holdings Limited (stock code: 850), a company previously listed on the Main Board of the Stock Exchange, from September 2004 to May 2021. Save as disclosed above, in the three years preceding the Latest Practicable Date, Mr. Cheung did not hold any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

In considering Mr. Cheung's re-election, the Board, with the assistance and recommendation from the Nomination Committee, has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to age, gender, nationality, length of service, and the professional experience, skills and expertise Mr. Cheung can provide. The Board is of the view that during his tenure as an independent non-executive Director of the Company, Mr. Cheung has made positive and valuable contributions to the Company's strategy, policies and performance with his independent advice, comments, judgment and objective views from the perspective of his commercial background coupled with his general understanding of business of the Group. Holding not more than seven listed company directorships, he is able to devote sufficient time and attention to perform the duties as an independent non-executive Director. In view of the above, Mr. Cheung's re-election is considered to be of benefit to the Company.

Mr. Cheung has been re-appointed by the Company as an independent non-executive Director by way of an appointment letter for another term of three years commencing from 1 August 2022 unless terminated by two months' notice in writing given by either party to the other. Mr. Cheung is subject to the rotational retirement and re-election requirements at the annual general meetings of the Company pursuant to the Articles of Association. As at the Latest Practicable Date, he was entitled to an annual director's fee of HK\$150,000. The emolument of Mr. Cheung is determined by the Board with reference to his qualifications, experience, duties and responsibilities with the Group, and the prevailing range of fees for independent non-executive directors of listed companies in Hong Kong.

As at the Latest Practicable Date, Mr. Cheung was interested in 800,000 options granted to him by the Company under the 2011 Share Option Scheme, pursuant to which he was entitled to subscribe for 800,000 Shares at the exercise price of HK\$1.20 per Share for the period commencing from 30 April 2015 to 29 April 2025. These options remained outstanding as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cheung did not have any other interests in the Shares, underlying Shares and debentures of the Company within the meaning of Part XV of the SFO, nor was he related to any Directors, senior management, substantial or controlling shareholders of the Company.

Mr. Cheung has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. During his appointment, Mr. Cheung has demonstrated his ability to provide an independent view to the Company's matters. The Board is of the view that Mr. Cheung meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

Notwithstanding that Mr. Cheung has served as an independent non-executive Director since September 2010, the Board is satisfied that Mr. Cheung is a person of integrity and independent in character and judgment. He is independent of management and free from any business or other relationships or circumstances which could materially interfere with the exercise of his independent judgment. Consequently, the Board recommends the re-election of Mr. Cheung as an independent non-executive Director at the Annual General Meeting.

There is no information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

There are no other matters concerning Mr. Cheung that need to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



Great Harvest Maeta Holdings Limited
榮豐億控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 3683)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Great Harvest Maeta Holdings Limited (the “**Company**”) will be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Monday, 28 August 2023 at 3:30 p.m. to consider and, if thought fit, transact the following ordinary businesses:

1. to receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and the independent auditor of the Company for the year ended 31 March 2023.
2. (a) to consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (i) to re-elect Ms. Lam Kwan as an executive Director;
 - (ii) to re-elect Mr. Pan Zhongshan as an executive Director; and
 - (iii) to re-elect Mr. Cheung Kwan Hung as an independent non-executive Director.
- (b) to authorise the board (the “**Board**”) of Directors to fix the remuneration of the Directors.
3. to consider the re-appointment of SHINEWING (HK) CPA Limited as auditor of the Company for the year ending 31 March 2024 and to authorise the Board to fix its remuneration.

and to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

NOTICE OF ANNUAL GENERAL MEETING

4. “**THAT:**
- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all other applicable laws, the exercise by the directors (the “**Directors**”) of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares (the “**Shares**”) in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
 - (c) the aggregate number of Shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to
 - (i) a Rights Issue (as hereinafter in paragraph (d) below);
 - (ii) the exercise of options granted under the share option scheme of the Company adopted on 18 August 2021 or similar arrangement adopted by the Company from time to time;
 - (iii) any scrip dividend or similar arrangements providing for allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (the “**Articles of Association**”) of the Company and other relevant regulations in force from time to time; or
 - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;shall not exceed 20% of the number of issued Shares of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors (the “**Directors**”) of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase the shares (the “**Shares**”) in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the number of issued Shares of the Company as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable law of the Cayman Islands to be held; or
 - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the directors (the “**Directors**”) of the Company to allot, issue and deal with additional shares in the share capital of the Company pursuant to resolution numbered 4 above be and it is hereby extended by the addition thereto of a number of shares representing the number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to or in accordance with such general mandate shall not exceed 10% of the number of issued shares of the Company, representing the total number of shares of the Company which may be repurchased by the Company pursuant to or in accordance with the authority granted pursuant to resolution numbered 5 above.”

For and on behalf of the Board
Great Harvest Maeta Holdings Limited
Lam Kwan
Chairperson

Hong Kong, 28 July 2023

Head office and principal place of business in Hong Kong:

12th Floor
200 Gloucester Road
Wanchai
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

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 Share 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 share 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 attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same, and must be deposited with the Hong Kong share registrar and transfer office (the “**Hong Kong Share Registrar**”) of the Company, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, 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 appointed for holding of the meeting (i.e. by 3:30 p.m. on Saturday, 26 August 2023) or any adjournment thereof.
4. Delivery of an instrument appointing a proxy shall 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 shall be deemed to be revoked.
5. The register of members of the Company will be closed from Wednesday, 23 August 2023 to Monday, 28 August 2023 (both days inclusive) for the purpose of determining the right to attend and vote at the annual general meeting. In order to be qualified for attending and voting at the annual general meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the corresponding share certificates are lodged with the Hong Kong Share Registrar at the above address, for registration not later than 4:00 p.m. on Tuesday, 22 August 2023.
6. In relation to resolution numbered 4 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be allotted and issued upon the exercise of any options which may be granted under the share option scheme of the Company or any scrip dividend scheme which may be approved by the Shareholders.
7. In relation to resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances which they deem appropriate for the benefit of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

8. If tropical cyclone warning signal no. 8 or above or “extreme conditions” caused by super typhoons or a “black” rainstorm warning signal is in force at 12:00 noon on 28 August 2023, the annual general meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The annual general meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. Shareholders should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

9. References to time and dates in this notice are to Hong Kong time and dates.

As at the date of this notice, the executive Directors are Ms. Lam Kwan and Mr. Pan Zhongshan; and the independent non-executive Directors are Mr. Cheung Kwan Hung, Dr. Chan Chung Bun, Bunny and Ms. Wong Tsui Yue Lucy.