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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following expressions shall have the following meanings:*

<b>“Ablaze Rich” or “Selling Shareholder”</b>	Ablaze Rich Investments Limited (耀豐投資有限公司), a company incorporated in the BVI on 1 July 2008 and the holding company of the Company
<b>“Application Form(s)”</b>	<b>WHITE</b> application form(s) and <b>YELLOW</b> application form(s), or where the context so requires, any of them, to be used in relation to the Public Offer
<b>“Articles of Association” or “Articles”</b>	the articles of association of the Company adopted on 13 September 2010 which shall become effective upon listing of the Shares on the Stock Exchange and as amended from time to time, a summary of which is set out in Appendix IV to this prospectus
<b>“associate(s)”</b>	has the meaning ascribed thereto under the Listing Rules
<b>“Board”</b>	the board of Directors
<b>“Bryance Group”</b>	Bryance Group Limited, a company incorporated in the BVI on 28 September 2006 and a wholly-owned subsidiary of the Company
<b>“BVI”</b>	the British Virgin Islands
<b>“CAGR”</b>	compound annual growth rate
<b>“Capitalisation Issue”</b>	the issue of 639,999,500 Shares to Ablaze Rich to be made upon capitalisation of part of the share premium account of the Company upon completion of the Share Offer referred to in the paragraph under “Further information about the Company — 4. Written resolutions of the sole Shareholder” in Appendix V to this prospectus
<b>“CCASS”</b>	the Central Clearing and Settlement System established and operated by HKSCC
<b>“CCASS Clearing Participant”</b>	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
<b>“CCASS Custodian Participant”</b>	a person admitted to participate in CCASS as a custodian participant
<b>“CCASS Investor Participant(s)”</b>	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
<b>“CCASS Participant(s)”</b>	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant

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<b>“Companies Law”</b>	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
<b>“Companies Ordinance”</b>	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended from time to time
<b>“Company”</b>	Great Harvest Maeta Group Holdings Limited (榮豐聯合控股有限公司), an exempted company incorporated in the Cayman Islands on 21 April 2010 under the Companies Laws with limited liability
<b>“Controlling Shareholder(s)”</b>	has the meaning ascribed to it under the Listing Rules and, in the case of the Company, means Mr. Yan, Ms. Lam and Ablaze Rich
<b>“Deed of Indemnity”</b>	a deed of indemnity dated 24 September 2010 containing certain indemnities given by the Controlling Shareholders in favour of the Company (for itself and as trustee for its subsidiaries), the particulars of which are set out in the paragraph headed “Other Information — 1. Deed of Indemnity” in Appendix V to this prospectus
<b>“Director(s)”</b>	director(s) of the Company
<b>“GH International”</b>	GH International Development Ltd. (榮豐國際發展有限公司), a company incorporated in the BVI on 8 May 2008 and is owned as to about 51% by Mr. Yan and about 49% by Ms. Lam
<b>“Great Ocean”</b>	Great Ocean Shipping Limited (浩洋船務有限公司), a company incorporated in the BVI on 29 September 2006 and a wholly-owned subsidiary of the Company
<b>“Greater Shipping”</b>	Greater Shipping Co., Ltd. (榮達船務有限公司), a company incorporated in the BVI on 31 May 2002 and a wholly-owned subsidiary of the Company
<b>“Group”</b>	the Company and its subsidiaries or, where the context otherwise requires, in respect of the period before the Company became the holding company of its present subsidiaries, the present subsidiaries of the Company
<b>“Haitong Int’l Capital” or “Sole Sponsor”</b>	Haitong International Capital Limited (formerly known as Taifook Capital Limited), a licensed corporation to carry on Type 6 (advising on corporate finance) regulated activity for the purpose of SFO, being the sole sponsor to the Share Offer
<b>“HKFRS(s)”</b>	Hong Kong Financial Reporting Standard(s)
<b>“HKSCC”</b>	Hong Kong Securities Clearing Company Limited

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<b>“HKSCC Nominees”</b>	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
<b>“Hong Kong”</b>	the Hong Kong Special Administrative Region of the PRC
<b>“Independent Third Party(ies)”</b>	a person(s) or company(ies) which is/are independent of and not connected with any member of the Group, the Directors, the chief executives and the substantial shareholders of the Company and its subsidiaries and their respective associates
<b>“Joy Ocean”</b>	Joy Ocean Shipping Limited (悦洋船務有限公司), a company incorporated in the BVI on 21 October 2004 and a wholly-owned subsidiary of the Company
<b>“Latest Practicable Date”</b>	20 September 2010, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information in this prospectus
<b>“Listing”</b>	the listing of the Shares on the Main Board
<b>“Listing Committee”</b>	the listing sub-committee of the board of directors of the Stock Exchange
<b>“Listing Date”</b>	the date on which trading of the Shares on the Main Board first commences, which is currently expected to be 11 October 2010
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
<b>“Main Board”</b>	the stock market operated by the Stock Exchange, which excludes Growth Enterprises Market of the Stock Exchange and the options market
<b>“Million Miles”</b>	Million Miles Shipping (Hong Kong) Limited (萬里船務(香港)有限公司), a company incorporated in Hong Kong and a wholly-owned subsidiary of GH International
<b>“Mr. Yan”</b>	Mr. Yan Kim Po (殷劍波先生), the chairman of the Board, an executive Director and the husband of Ms. Lam
<b>“Ms. Lam”</b>	Ms. Lam Kwan (林群女士), the chief executive officer of the Company, an executive Director and the wife of Mr. Yan
<b>“New Issue”</b>	the issue of 160,000,000 New Shares under the Share Offer by the Company for subscription at the Offer Price

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<b>“New Shares”</b>	the 160,000,000 new Shares initially being offered by the Company for subscription at the Offer Price under the Share Offer and, where relevant, any additional Shares which may be issued pursuant to the exercise of the Over-allotment Option
<b>“Offer Price”</b>	the final price for each Offer Share (excluding the Stock Exchange trading fee, transaction levy imposed by the SFC and brokerage fee payable thereon) at which the Offer Shares are to be offered for subscription and purchase pursuant to the Share Offer, particulars of which are described in the section headed “Structure and conditions of the Share Offer — Price payable on application” in this prospectus
<b>“Offer Shares”</b>	the Public Offer Shares and the Placing Shares
<b>“Operating Subsidiaries”</b>	collectively, Greater Shipping, Joy Ocean, Great Ocean and Bryce Group
<b>“Over-allotment Option”</b>	the option expected to be granted by the Company to the Lead Manager, at any time within a period commencing from the Listing Date and ending on the 30th day after the last date for lodging of applications under the Public Offer, to require the Company to allot and issue the Over-allotment Shares at the Offer Price to cover over-allocations in the Placing and/or to satisfy the obligation of the Lead Manager to return securities to be borrowed under the Stock Borrowing Agreement subject to the terms of the Placing Underwriting Agreement
<b>“Over-allotment Shares”</b>	up to an aggregate of 30,000,000 New Shares to be issued pursuant to the exercise of the Over-allotment Option, representing 15% of the number of Shares initially available under the Share Offer
<b>“Placing”</b>	the conditional placing of the Placing Shares by the Placing Underwriter(s) on behalf of the Company and the Selling Shareholder for cash at the Offer Price with professional, institutional and private investors as described in the section headed “Structure and conditions of the Share Offer” in this prospectus
<b>“Placing Shares”</b>	the 140,000,000 New Shares initially offered by the Company for subscription and the 40,000,000 Sale Shares being offered by the Selling Shareholder for purchase under the Placing, subject to Over-allotment Option and re-allocation as described in the section headed “Structure and conditions of the Share Offer” in this prospectus
<b>“Placing Underwriter(s)”</b>	the underwriter(s) of the Placing

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<b>“Placing Underwriting Agreement”</b>	the conditional placing underwriting agreement relating to the Placing to be entered into between the Company, the Selling Shareholder, the Controlling Shareholders, the executive Directors, the Sole Sponsor, the Lead Manager and the Placing Underwriter(s)
<b>“PRC” or “China”</b>	the People’s Republic of China which, for the purposes of this prospectus only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
<b>“Price Determination Agreement”</b>	the agreement to be entered into between the Company (for itself and on behalf of the Selling Shareholder) and the Lead Manager (on behalf of the Underwriters) at or before the Price Determination Date to record and fix the Offer Price
<b>“Price Determination Date”</b>	the date, expected to be on or about Monday, 4 October 2010, or such later date as the Lead Manager (on behalf of the Underwriters) and the Company (for itself and on behalf of the Selling Shareholder) may agree but in any event no later than 6:00 p.m. (Hong Kong time) on Tuesday, 5 October 2010, on which the Offer Price will be fixed for the purposes of the Share Offer
<b>“Public Offer”</b>	the conditional offer of the Public Offer Shares by the Company for subscription by members of the public in Hong Kong for cash at the Offer Price, payable in full on application, on and subject to the terms and conditions stated herein and in the related Application Forms
<b>“Public Offer Shares”</b>	the 20,000,000 New Shares initially offered by the Company for subscription under the Public Offer, subject to re-allocation as described in the section headed “Structure and conditions of the Share Offer” in this prospectus
<b>“Public Offer Underwriters”</b>	the underwriters listed in the section headed “Underwriting — Public Offer Underwriters” in this prospectus, being the underwriters of the Public Offer
<b>“Public Offer Underwriting Agreement”</b>	the conditional public offer underwriting agreement dated 24 September 2010 relating to the Public Offer and entered into between the Company, the Controlling Shareholders, the executive Directors, the Sole Sponsor, the Lead Manager and the Public Offer Underwriters
<b>“Regulation S”</b>	Regulation S under the US Securities Act

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<b>“Reorganisation”</b>	the corporate reorganisation of the Group in preparation for the Listing, further information on which is set forth in the section headed “History and development — Reorganisation” in this prospectus
<b>“Sale Shares”</b>	the 40,000,000 Shares being offered by the Selling Shareholder for purchase under the Share Offer at the Offer Price
<b>“SFC”</b>	the Securities and Futures Commission of Hong Kong
<b>“SFO”</b>	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
<b>“Share(s)”</b>	share(s) of HK\$0.01 each in the share capital of the Company
<b>“Shareholder(s)”</b>	holder(s) of Share(s)
<b>“Share Offer”</b>	the Public Offer and the Placing
<b>“Stock Borrowing Agreement”</b>	the stock borrowing agreement to be entered into between Ablaze Rich and Taifook Securities, pursuant to which Taifook Securities may borrow up to an aggregate of 30,000,000 Shares to cover any over-allocations in the Placing
<b>“Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited
<b>“subsidiary(ies)”</b>	has the meaning ascribed thereto under the Companies Ordinance
<b>“substantial shareholder(s)”</b>	has the meaning ascribed to it under the Listing Rules
<b>“Taifook Securities”, “Sole Bookrunner” or “Lead Manager”</b>	Taifook Securities Company Limited, a licensed corporation to carry on Type 1 (dealing in securities), Type 3 (leveraged foreign exchange trading) and Type 4 (advising on securities) regulated activities for the purpose of SFO, being the sole bookrunner and lead manager of the Share Offer
<b>“Toprich”</b>	Toprich (Asia) Limited (榮發(亞洲)有限公司), a company incorporated in Hong Kong on 1 August 2006 and a wholly-owned subsidiary of GH International
<b>“Track Record Period”</b>	the period comprising the three years ended 31 March 2010
<b>“Underwriters”</b>	the Placing Underwriter(s) and the Public Offer Underwriters
<b>“Underwriting Agreements”</b>	the Public Offer Underwriting Agreement and the Placing Underwriting Agreement

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<b>“Union Apex”</b>	Union Apex Mega Shipping Limited (聯合佳成船務有限公司), a company incorporated in Hong Kong on 2 December 2009 and a wholly-owned subsidiary of the Company
<b>“US” or “United States”</b>	the United States of America
<b>“US Securities Act”</b>	the US Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
<b>“Wallem”</b>	Wallem Shipmanagement Limited, an independent ship management company which currently acts as the ship manager of all of the Group’s vessels subject to the terms of the relevant ship management agreements, details of which are set out in the section headed “Business — Business of the Group — Fleet management” in this prospectus
<b>“HK\$” and “HK cents”</b>	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
<b>“RMB”</b>	Renminbi, the lawful currency of the PRC
<b>“US\$” and “US cents”</b>	United States dollars and cents, respectively, the lawful currency of the US
<b>“sq. m.”</b>	square metre(s)
<b>“%”</b>	per cent

*Unless otherwise specified, for the purpose of this prospectus and for the purpose of illustration only, Hong Kong dollar amounts have been translated using the following rates:*

*US\$1 : HK\$7.7642*

*No representation is made that any amounts in US\$ or HK\$ were or could have been converted at the above rates or at any other rates or at all.*