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MERRY GARDEN HOLDINGS LIMITED

美麗家園控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1237)

DISCLOSEABLE TRANSACTION — ACQUISITION OF UNICREED HOLDINGS LIMITED AND RESUMPTION OF TRADING IN SHARES

CLARIFICATION ANNOUNCEMENT

Reference is made to the announcement of Merry Garden Holdings Limited (the “**Company**”) dated 4 May 2015 in relation to the acquisition of Unicreed Holdings Limited and the resumption of trading in shares of the Company (the “**Announcement**”). Capitalised terms shall have the same meanings as those defined in the Announcement.

The Directors would like to clarify that the 66,000,000 Consideration Shares to be allotted and issued at the issue price of HK\$0.75 per Share in partial satisfaction of the consideration for the Acquisition are to be allotted and issued pursuant to the general mandate (the “**General Mandate**”) granted at the annual general meeting of the Company held on 15 May 2014 which was refreshed at the extraordinary general meeting of the Company held on 29 July 2014. Under such General Mandate, the Board was authorised to allot and issue up to 240,000,000 new Shares. Since the date of the said extraordinary general meeting of the Company, except 165,000,000 new Shares which has been issued pursuant to the placing of existing shares and subscription of new shares as announced on 7 October 2014, no new Share has been issued under the General Mandate.

As the Consideration Shares will be issued under the General Mandate, the issue of the Consideration Shares will not be subject to the approval of the shareholders of the Company.

By order of the Board of
Merry Garden Holdings Limited
Wu Zheyuan
Chairman

Hong Kong, 4 May 2015

As at the date of this announcement, the executive Directors are Mr. Wu Zheyuan, Mr. Wu Qingshan and Ms. Xie Qingmei, the non-executive Directors are Mr. Lee Kong Wai, Conway and Mr. Wu Dongping, and the independent non-executive Directors are Mr. Lam Hin Chi, Prof. Jin Zhongwei and Prof. Su Wenqiang.