

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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)

CLARIFICATION ANNOUNCEMENT

Reference is made to the announcement of the Company dated 24 July 2015 (the “**Announcement**”) in relation to, inter alia, the allotment and issue of Subscription Shares under general mandate pursuant to the terms and conditions of the Subscription Agreement. Unless otherwise stated, terms used herein shall have the same meanings as defined in the Announcement.

It was disclosed in the Announcement that if the conditions precedent of the Subscription are not fulfilled within 28 days after the date of signing of the Subscription Agreement or such later date as may be agreed between the Company and the Subscribers, the Subscription Agreement shall terminate.

On 28 July 2015, the Company and the Subscribers entered into a side letter (the “**Side Letter**”) to amend the Subscription Agreement. Pursuant to the Side Letter, if the conditions precedent of the Subscription are not fulfilled within 14 days after the date of signing of the Subscription Agreement or such later date as may be agreed between the Company and the Subscribers, the Subscription Agreement shall terminate.

Accordingly, if the conditions precedent of the Subscription are not fulfilled by 7 August 2015, being 14 days from the date of the Agreement, the Subscription Agreement shall terminate and neither the Company nor the Subscribers shall have any claim against the other for costs, damages, compensation or otherwise, save in respect of claims arising out of any antecedent breach of the Subscription Agreement.

Save as disclosed above, all other terms and conditions of the Subscription Agreement as described in the Announcement remain unchanged.

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

Hong Kong, 28 July 2015

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