

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

References are made to the Circular, the Subscription Announcement, the Subscription Completion Announcement and the Director's Appointment Announcement.

Completion of Bonus Issue

The Board is pleased to announce that the Bonus Issue, the details of which were set out in the Circular, was completed on 20 July 2015. Trading in the Bonus Shares commenced on 20 July 2015. Accordingly, the number of issued Shares of the Company increased by 14,290,000 Shares to reach 1,443,290,000 Shares on 20 July 2015.

Subscription Announcement and Subscription Completion Announcement

It was disclosed in the Subscription Announcement and the Subscription Completion Announcement that 272,600,000 Subscription Shares, representing approximately 19.08% and 16.02% of the total issued share capital of the Company as at the date of the Subscription Announcement and the date of the Subscription Completion Announcement, respectively, were subscribed by the Subscribers. It was also disclosed in the Subscription Announcement that as at the date of the Subscription Announcement, 1,429,000,000 Shares had been issued and were fully paid up and were listed on the Stock Exchange.

The Company would like to clarify that as at the date of the Subscription Announcement, the total number of issued Shares of the Company was 1,443,290,000 Shares and not 1,429,000,000 Shares. Accordingly, the 272,600,000 Subscription Shares represented approximately 18.89% of the total issued share capital of the Company as at the date of the Subscription Announcement. The total number of issued Shares of the Company as enlarged by the Subscription was 1,715,890,000 Shares. Accordingly, the 272,600,000 Subscription Shares represented approximately 15.89% of the total issued share capital of the Company as at the date of the Subscription Completion Announcement.

Director's Appointment Announcement

It was disclosed in the Director's Appointment Announcement that Mr. Wang Jingjun held 136,300,00 Shares of the Company, representing approximately 8.01% of the issued share capital of the Company as at the date of the Director's Appointment Announcement.

The Company would like to clarify that the 136,300,000 Shares held by Mr. Wang Jingjun represented approximately 7.94% of the issued share capital of the Company as at the date of the Director's Appointment Announcement.

The Company would further like to clarify that Mr. Wang Jingjun was one of the Subscribers. It was disclosed in the Subscription Announcement that the Subscribers were Independent Third Parties as at the date of the Subscription Announcement and upon the completion of the Subscription. As Mr. Wang Jingjun was appointed as an executive Director of the Company upon the completion of the Subscription, he is not an Independent Third Party. Further details of Mr. Wang Jingjun were set out in the Director's Appointment Announcement.

Information about the Share Capital of the Company

As at the date of this announcement, the Company has an authorised share capital of HK\$100,000,000 divided into 10,000,000,000 Shares, and an issued share capital of HK\$17,158,900 divided into 1,715,890,000 Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings.

“Board”	the board of Directors of the Company
“Bonus Issue”	issue of one Bonus Share for every 100 Shares in issue to the Shareholders whose names appear on the register of members of the Company on 20 May 2015, being the date for determining the entitlement to the Bonus Issue
“Bonus Shares”	new Share(s) to be issued by way of Bonus Issue by the Company
“Circular”	the circular dated 10 April 2015 issued by the Company in respect of, among others, the Bonus Issue
“Company”	Merry Garden Holdings Limited (美麗家園控股有限公司), a company incorporated in the Cayman Islands with limited liabilities, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company

“Director’s Appointment Announcement”	the announcement of the Company dated 5 August 2015 in respect of the appointment of Mr. Wang Jingjun as an executive Director
“Independent Third Party”	a third party who is independent of and not connected with the Company and the connected person (as defined in the Listing Rules) of the Company
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Shares”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscribers”	the subscribers who subscribed for the Subscription Shares under the Subscription
“Subscription”	the subscription of 272,600,000 Subscription Shares in the Company by the Subscribers, the details of which were set out in the Subscription Announcement
“Subscription Announcement”	the announcement of the Company dated 24 July 2015 in respect of the Subscription
“Subscription Completion Announcement”	the announcement of the Company dated 5 August 2015 in respect of the completion of the Subscription
“Subscription Shares”	new Shares allotted and issued by the Company pursuant to the Subscription

By order of the board of
Merry Garden Holdings Limited
Wu Zheyuan
Executive Director

Hong Kong, 14 August 2015

As at the date of this announcement, the executive Directors of the Company are Mr. Wang Jingjun, 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.