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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)**

### **CLARIFICATION ANNOUNCEMENT**

Reference is made to the clarification announcement of Merry Garden Holdings Limited (the “**Company**”) dated 14 August 2015 (the “**Announcement**”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Company would like to provide certain background information in relation to the Subscription and the appointment of Mr. Wang Jingjun (“**Mr. Wang**”) as a director of the Company (the “**Appointment**”).

As disclosed in the Announcement, Mr. Wang was one of the Subscribers. Mr. Wang was first introduced to the Company during a public relations event in July 2014 and the idea of the Subscription was first formulated during a meeting between Mr. Wang and Mr. Wu Zheyang (“**Mr. Wu**”), chief executive officer and executive director of the Company, in another public relations event of the Company held on 17 July 2015. The Subscription was approved by the Board on 24 July 2015 and the Subscription Agreement was executed on the same day. The idea of the Appointment was first initiated during a meeting between Mr. Wang and Mr. Wu on 31 July 2015 and was only finalised and approved by the Board in a board meeting held at 10:00am on 5 August 2015. Before the completion of the Subscription took place on 5 August 2015 at 9:00am, the Appointment was not yet approved by the Board. Accordingly, when completion of the Subscription took place where the Subscription Shares were allotted and issued to Mr. Wang, Mr. Wang was an Independent Third Party.

The Company would like to highlight that the conditions to the Subscription have been fully disclosed in the Subscription Announcement and the Appointment was not a condition to the Subscription. There is no agreement, or arrangement, understanding or undertaking (whether formal or informal and whether express or implied) between Mr. Wang, the Company and each of the Subscribers in relation to the Appointment which was not disclosed in the Company’s announcements.

Due to an inadvertent typographical error, under the section headed “Director’s Appointment Announcement” in the Announcement, it was inadvertently stated that Mr. Wang was appointed as an executive Director of the Company upon the completion of the Subscription. The Company would like to clarify that the Appointment was effective after, but not immediately upon, the completion of the Subscription. Accordingly, the correct sentence in the paragraph concerned should have been stated as follows:

“As Mr. Wang was appointed as an executive Director of the Company after the Completion of the Subscription, he is no longer an Independent Third Party.”

The above mentioned typographical error does not affect any other information contained in the Announcement.

By order of the board of  
**Merry Garden Holdings Limited**  
**Wang Jingjun**  
*Chairman*

Hong Kong, 24 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.*