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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)

OPEN OFFER ON THE BASIS OF ONE (1) OFFER SHARE FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE AT AN OFFER PRICE OF HK\$0.2 PER OFFER SHARE

COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-ENTITLEMENT BASIS

Reference is made to the announcement of Merry Garden Holdings Limited (the “**Company**”) dated 30 October 2015 (the “**Announcement**”) in relation to, among other matters, the Open Offer. Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Announcement

Pursuant to the expected timetable of the Open Offer as set out in the Announcement, the last day of dealings in the Shares on a cum-entitlement basis is Tuesday, 10 November 2015. The closing price per Share as quoted on the Stock Exchange on Tuesday, 10 November 2015 is HK\$0.265.

Dealings in the Shares on an ex-entitlement basis shall commence on Wednesday, 11 November 2015.

Shareholders and potential investors should note that the Open Offer is conditional upon the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof. Accordingly, the Open Offer may or may not proceed. Shareholders and potential investors should exercise extreme caution when dealings in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

Shareholders should note that dealings in the Shares will take place while the conditions to which the Underwriting Agreement is subject to remain unfulfilled. Any Shareholder or other person dealings in the Shares up to the date on which all conditions to which the Open Offer are subject to are fulfilled (which is expected to be at 4:30 p.m. on Tuesday, 8 December 2015), will accordingly bear the risk that the Open Offer cannot become unconditional and may not proceed. Any Shareholder or other person contemplating to sell or purchase any Shares, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional adviser.

By order of the Board
Merry Garden Holdings Limited
Wang Jingjun
Chairman

Hong Kong, 10 November 2015

As at the date of this announcement, the executive Directors are Mr. Wang Jingjun, Mr. Wu Zheyang, Mr. Wu Qingshan and Ms. Xie Qingmei, the non-executive Director is Mr. Wu Dongping, and the independent non-executive Directors are Mr. Lam Hin Chi, Prof. Jin Zhongwei and Prof. Su Wenqiang.