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(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1360)

INSIDE INFORMATION:

(1) LAPSE OF GM PLACING AGREEMENT AND BG PLACING AGREEMENT; AND

(2) POSSIBLE DISPOSAL OF SHARES BY CONTROLLING SHAREHOLDER

This announcement is made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement (the “**Announcement**”) of Mega Expo Holdings Limited (the “**Company**”) dated 11 May 2015 regarding the GM Placing and BG Placing. Capitalised terms defined in the Announcement shall, unless the context requires otherwise, have the same meanings when used in this announcement.

Since the conditions of the GM Placing Agreement were not fulfilled on or before 5:00 p.m. on 26 May 2015, the Board announces that the GM Placing Agreement has been lapsed on even date. In such connection, as the BG Placing is conditional on the completion of placing of all 38,000,000 GM Placing Shares, the Company was informed by Business Good that the BG Placing Agreement also lapsed on 26 May 2015.

Pursuant to the GM Placing Agreement, all obligations and liabilities of the parties to the GM Placing Agreement will forthwith cease and determine and no party will have any claim against the others (save for any antecedent breaches of the GM Placing Agreement). The Directors consider that the lapse of the GM Placing Agreement has no material adverse impact on the financial and operational position of the Group.

POSSIBLE DISPOSAL OF SHARES BY CONTROLLING SHAREHOLDER

After trading hours and subsequent to the lapse of both the GM Placing and BG Placing, the Company was informed by Business Good that it is currently in discussion with the placing agent on a possible disposal of Shares held by Business Good by way of placing (“**Possible Placing**”).

The Board wishes to emphasise that save as disclosed herein, as at the date of this announcement, no legally binding agreement in relation to the Possible Placing has been entered into by the relevant parties, and that the terms and conditions thereof are still under negotiation between the relevant parties and are subject to contract.

The Possible Placing may or may not proceed, and may or may not materialise. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

By the order of the Board
Mega Expo Holdings Limited
Si Tze Fung
Executive Director

Hong Kong, 26 May 2015

As at the date of this announcement, the Board comprises Mr. Lee Chi Sang and Mr. Si Tze Fung as executive Directors; Mr. Chu Kwok Man, Mr. Law Sung Ching, Gavin and Mr. Yeung Chun Yue, David as independent non-executive Directors.