

MARY CHIA HOLDINGS LIMITED
Company Registration No. 200907634N
(Incorporated in Singapore)
(the “**Company**”)

MANDATORY UNCONDITIONAL CASH OFFER BY CIMB BANK BERHAD, SINGAPORE BRANCH, FOR AND ON BEHALF OF SUKI SUSHI PTE. LTD. (THE “OFFEROR”) TO ACQUIRE ALL THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF THE COMPANY –

CLOSE OF OFFER AND SUSPENSION OF TRADING

1. INTRODUCTION

The board of directors (the “**Board**”) of Mary Chia Holdings Limited (the “**Company**”) and together with its subsidiaries, the “**Group**”) refers to the following announcements:

- (a) the announcement dated 24 August 2017 made by CIMB Bank Berhad, Singapore Branch (“**CIMB**”), for and on behalf of the Offeror, relating to the mandatory unconditional cash offer (the “**Offer**”) by the Offeror to acquire all the issued and paid-up ordinary shares in the capital of the Company (the “**Shares**”), other than those already owned, controlled or agreed to be acquired by the Offeror;
- (b) the corresponding announcement made by the Company on 25 August 2017;
- (c) the announcement dated 29 August 2017 made by the Company on the appointment of independent financial adviser (the “**IFA**”) in connection with the Offer;
- (d) the announcement dated 8 September 2017 made by CIMB, for and on behalf of the Offeror, relating to the despatch of the offer document dated 8 September 2017 (the “**Offer Document**”) containing the terms and conditions of the Offer to shareholders of the Company (“**Shareholders**”);
- (e) the announcement dated 22 September 2017 made by the Company on the despatch of the circular dated 22 September 2017 containing, *inter alia*, the advice of the IFA to the directors of the Company (the “**Directors**”) who are regarded as independent for the purpose of making recommendations to Shareholders in respect of the Offer under The Singapore Code on Take-overs and Mergers (the “**Independent Directors**”) and the recommendation of the Independent Directors in respect of the Offer (the “**Offeree Circular**”);
- (f) the announcement released by CIMB, for and on behalf of the Offeror, dated 27 September 2017 in relation to, *inter alia*, the level of acceptances of the Offer (the “**Levels Announcement**”);
- (g) the announcement dated 28 September 2017 made by the Company in relation to, *inter alia*, the loss of public float of the Shares (the “**Public Float Announcement**”); and
- (h) the announcement released by CIMB, for and on behalf of the Offeror, dated 6 October 2017 in relation to, *inter alia*, the close of the Offer and the final level of acceptances of the Offer (the “**Close of Offer Announcement**”).

All capitalized terms used and not defined herein shall have the same meanings ascribed to them in the Offer Document, the Offeree Circular, the Levels

Announcement, the Public Float Announcement or the Close of Offer Announcement (as the case may be).

2. CLOSE OF THE OFFER, FINAL LEVEL OF ACCEPTANCE AND SHAREHOLDING OF THE OFFEROR AND PARTIES ACTING IN CONCERT WITH THE OFFEROR (IF ANY)

The Board wishes to inform Shareholders that on 6 October 2017, the Offeror announced that the Offer has closed at 5.30 p.m. (Singapore time) on 6 October 2017 (the “**Closing Date**”). Accordingly, the Offer is no longer open for acceptances and any acceptances received after 5.30 p.m. (Singapore time) on the Closing Date will be rejected.

The Board further refers to paragraph 3 of the Close of Offer Announcement which provides the final level of acceptances and aggregate shareholding which the Offeror has acquired as at 5.30 p.m. (Singapore time) on the Closing Date.

The Company notes from the Close of Offer Announcement that, as at 5.30 p.m. (Singapore time) on the Closing Date, the Offeror and parties acting or deemed to be acting in concert with the Offeror own, control or have agreed to acquire (including by way of valid acceptances of the Offer) an aggregate of 152,346,839 Shares, representing approximately 93.18 per cent. of the total number of Shares. Unless otherwise stated in this announcement, all references to the total number of Shares shall be to 163,495,140 Shares.

Shareholders are encouraged to refer to the full text of the Close of Offer Announcement, a copy of which is available at www.sgx.com.

3. SUSPENSION OF TRADING AND LISTING STATUS

According to Rule 1303(1) of the SGX-ST Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”), as the percentage of the Shares (excluding treasury shares) held in public hands has fallen below 10 per cent., the SGX-ST will suspend trading of the Shares on the SGX-ST at the close of the Offer.

Further to the Public Float Announcement, the Board wishes to inform the Shareholders that it will request that the SGX-ST suspends the trading of the Shares with immediate effect.

Shareholders should note that as stated in the Offer Document and the Close of Offer Announcement, it is the current intention of the Offeror to maintain the listing status of the Company on the Catalist. Accordingly, the Offeror intends to take such steps which are necessary to restore the Company’s public float in order to maintain the listing status of the Company. However, there is no assurance that timely and appropriate actions can be taken as these are dependent on, *inter alia*, prevailing market conditions at the relevant time.

Pursuant to Rule 724(2) of the Catalist Rules, the Company has a period of three (3) months from the Closing Date, or such longer period as the SGX-ST may agree, to raise the percentage of Shares in public hands to at least 10 per cent., failing which the Company may be delisted.

4. RESPONSIBILITY STATEMENT

The Directors (including any who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and that no material facts have been omitted from this announcement, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or publicly available sources, the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

BY ORDER OF THE BOARD

YEUNG KOON SANG @ DAVID YEUNG
Lead Independent Director
7 October 2017

This announcement has been prepared by Mary Chia Holdings Limited (the “**Company**”) and its contents have been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “**Sponsor**”) for compliance with the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalyst. The Sponsor has not verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Gillian Goh, Director, Head of Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg).