

MANDATORY UNCONDITIONAL CASH OFFER

by



CIMB BANK BERHAD (13491-P)

Singapore Branch

(Incorporated in Malaysia)

for and on behalf of

SUKI SUSHI PTE. LTD.

(Incorporated in Singapore)

(Co. Reg. No: 200204495W)

to acquire all of the issued and paid-up ordinary shares
in the capital of

MARY CHIA HOLDINGS LIMITED

(Incorporated in Singapore)

(Co. Reg. No: 200907634N)

other than those already owned, controlled or agreed to be acquired by
Suki Sushi Pte. Ltd.

AGGREGATE HOLDINGS AND ACCEPTANCES OF MORE THAN 90%

1. INTRODUCTION

CIMB Bank Berhad, Singapore Branch ("**CIMB**") refers to the offer document dated 8 September 2017 (the "**Offer Document**") in relation to the mandatory unconditional cash offer (the "**Offer**") by CIMB, for and on behalf of Suki Sushi Pte. Ltd. (the "**Offeror**"), for all the issued and paid-up ordinary shares (the "**Shares**") in the capital of Mary Chia Holdings Limited (the "**Company**") other than those already owned, controlled or agreed to be acquired by the Offeror.

Unless otherwise defined, capitalised terms in this Announcement shall bear the same meanings as set out in the Offer Document.

2. LEVEL OF ACCEPTANCES OF THE OFFER AND AGGREGATE SHAREHOLDING

CIMB wishes to announce, for and on behalf of the Offeror, that:

- (a) **Acceptances of the Offer.** Based on information provided to the Offeror, as at 5.00 p.m. (Singapore time) on 27 September 2017, the Offeror has received, pursuant to the Offer, valid acceptances in respect of 14,920,593 Offer Shares, representing approximately 9.13 per cent. of the total number of Shares¹.
- (b) **Shares held before the Offer Period.** As at 24 August 2017, prior to the release of the Offer Announcement, the Offeror and parties acting or deemed to be acting in concert with the Offeror collectively owned, controlled or had agreed to acquire an aggregate of 132,387,046 Shares, representing approximately 80.97 per cent. of the total number of Shares¹.
- (c) **Offer Shares acquired or agreed to be acquired during the Offer Period.** From the Offer Announcement Date and up to 5.00 p.m. (Singapore time) on 27 September 2017, save for the acceptances tendered pursuant to the Offer as stated in paragraph 2(a) above, neither the Offeror nor any of the parties acting or deemed to be acting in concert with the Offeror (based on information available to the Offeror as at 5.00 p.m. (Singapore time) on 27 September 2017) has acquired or agreed to acquire any further Offer Shares.
- (d) **Aggregate holdings.** Accordingly, based on information provided to the Offeror, as at 5.00 p.m. (Singapore time) on 27 September 2017, 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 147,307,639 Shares, representing approximately 90.10 per cent. of the total number of Shares¹.

3. LOSS OF PUBLIC FLOAT

Under Rule 1104 of the SGX-ST Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”), in the event that the Offeror and parties acting or deemed to be acting in concert with the Offeror should, as a result of the Offer or otherwise, own or control more than 90 per cent. of the Shares (excluding treasury shares), the SGX-ST may suspend the trading of the Shares on the SGX-ST until such time when the SGX-ST is satisfied that at least 10 per cent. of the Shares (excluding treasury shares) are held by at least 200 Shareholders who are members of the public.

In addition, under Rule 724(1) of the Catalist Rules, if the percentage of the Shares (excluding treasury shares) held in public hands falls below 10 per cent., the Company must, as soon as practicable, notify its sponsor and announce the fact and the SGX-ST may suspend trading of all the Shares on the SGX-ST.

¹ Unless otherwise stated, in this Announcement, all references to the total number of Shares shall be to 163,495,140 Shares

Under Rule 1303(1) of the Catalist Rules, where the Offeror succeeds in garnering acceptances exceeding 90 per cent. of the Shares (excluding treasury shares), thus causing the percentage of the Company's total number of Shares (excluding treasury shares) held in public hands to fall below 10 per cent., the SGX-ST will suspend trading of the Shares at the close of the Offer.

Rule 724(2) of the Catalist Rules states that the SGX-ST may allow the Company a period of three months, 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. (the "**Shareholding Requirement**"), failing which the Company may be delisted.

As at the date of this Announcement, the Shareholding Requirement is not satisfied.

As stated in the Offer Document, 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 after the close of the Offer. 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. In the event that the Shareholding Requirement cannot be met, trading in the Shares may be suspended and/or the Company may be delisted.

4. REMINDER OF CLOSING DATE

The Offer will remain open for acceptance until 5.30 p.m. (Singapore time) on 6 October 2017 (the "Closing Date").

As stated in the Offer Document, the Offeror has no intention of extending the Offer beyond the Closing Date. Accordingly, the Offer will not be open for acceptance beyond 5.30 p.m. (Singapore time) on the Closing Date. Acceptances received after 5.30 p.m. (Singapore time) on the Closing Date will be rejected.

5. RESPONSIBILITY STATEMENT

The directors of the Offeror (including any director 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 there are no material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading.

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

The directors of the Offeror jointly and severally accept full responsibility accordingly.

Issued by
CIMB Bank Berhad, Singapore Branch

For and on behalf of
Suki Sushi Pte. Ltd.

27 September 2017
Singapore

Any inquiries relating to this Announcement or the Offer should be directed during office hours to the following:

CIMB Bank Berhad, Singapore Branch
Investment Banking

Tel: (65) 6210 8956