

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

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**DISCLOSURE OF INTERESTED PERSON TRANSACTION:  
RENTAL AGREEMENT WITH JL ASIA RESOURCES PTE. LTD.**

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**Introduction**

The Board of Directors (the “**Board**”) of Mary Chia Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that Spa Menu Pte. Ltd. (the “**Spa Menu**”), a wholly-owned subsidiary of the Company, had today entered into a rental agreement with JL Asia Resources Pte. Ltd. (the “**JL Asia**”), to lease an area of approximate 257.6 square meter within the premises of 48.49 and 50 Mosque Street (the “**Property**”) (the “**Rental Agreement**”). The aggregate monthly rental is S\$19,000 (exclusive of utility charges) and 2% of gross turnover sales (the “**Rental**”). The Rental Agreement will be for a term of one year from 1 October 2018 to 30 September 2019, with an option to renew for an additional year under the same terms in the Rental Agreement.

**Details of Interested Person**

JL Asia is wholly-owned by Mr Lee Boon Leng (“**Mr Lee**”), who is the spouse of Ms Ho Yow Ping (He YouPing) (“**Wendy Ho**”), the Chief Executive Officer and Executive Director of the Company. Mr Lee has a deemed interest of 67.57% in the shares of the Company (the “**Shares**”) by virtue of his 73.75% shareholdings interest in Suki Sushi Pte. Ltd. (the “**Suki Sushi**”), which holds 67.57% of the total Shares. Wendy Ho directly owns 19.99% of the total Shares and has a deemed interest of 67.57% in the Company by virtue of her 21.70% shareholding interest in Suki Sushi.

Pursuant to Chapter 9 of the Catalist Rules, JL Asia is defined as an “interested person” and the entry of the Rental Agreement therefore constitutes an interested person transaction.

**Rationale of the Interested Person Transaction**

Since 2011, Spa Menu operates a spa under the brand name “Huang Ah Ma” at the Property. The Property was previously owned by Hotel Culture Pte. Ltd. (the “**Hotel Culture**”), a subsidiary of the Company, before the disposal of the Property by Hotel Culture to JL Asia on 29 March 2018.

The Property is strategically-located within walking distance from an MRT station and sits on the first floor frontage of the Property it is situated in. The Rental Agreement has been assessed to be in the commercial interests of the Group after taking into consideration of the strategic location of the Property.

**Rule 916(1) of the Catalist Rules**

The Board and the Audit Committee of the Company have considered the terms of the Rental Agreement, after taking steps to ensure that the rental payment commensurate with prevailing market rates, taking into consideration the independent valuation report dated 26 September 2018 and issued by the independent property valuer, CKS Property Consultants Pte Ltd (the “**Independent Valuation Report**”).

The Audit Committee is of the view that the aforementioned transaction had been carried out on normal commercial terms, and is not prejudicial to the interests of the Company and its minority shareholders. Pursuant to Rule 916(1) of the Catalist Rules, a listed issuer is not required to comply with Rule 906 of the Catalist Rules to obtain shareholders’ approval with respect to entering into, or renewal of a lease or tenancy of real property of not more than 3 years if the terms are supported by independent valuation. As the Rental Agreement is for a term of 1 year (with an option to renewal for a year) and is supported by the Independent Valuation Report, the entry into the Rental Agreement thus falls within the exception under Rule 916(1) of the Catalist Rules.

### **Rule 917 (5) of the Catalist Rules**

For the current financial year ending 31 March 2019, the total value of all interested person transactions entered into by the Group is approximately S\$116,000 which arises from the rental agreement entered into with JL Asia on the Property for the 6 months period 1 April 2018 to 30 September 2018, as announced on 30 May 2018. The Group does not have any other reportable interested person transactions for the current financial year.

### **Interest of Directors and Controlling Shareholders**

Save as disclosed herein, none of the Directors or controlling shareholders of the Company has any direct or indirect interest (other than through their respective shareholdings in the Company), in the Rental Agreement.

### **Documents available for inspection**

A copy of the Rental Agreement is available for inspection during normal business hours at the registered office of the Company for a period of three months from the date of this announcement.

### **By Order of the Board**

Ho Yow Ping (He YouPing)  
Chief Executive Officer  
1 October 2018

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 Catalist. 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 Keng Yeng Pheng, Associate Director, Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: [sponsorship@ppcf.com.sg](mailto:sponsorship@ppcf.com.sg)).