

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**

1. INTRODUCTION

The board of directors (the “**Board**”) of Mary Chia Holdings Limited (the “**Company**” and together with its subsidiaries the “**Group**”) wishes to inform the shareholders of the Company (“**Shareholders**”) that on 24 August 2017, CIMB Bank Berhad, Singapore Branch has, for and on behalf of the Offeror, announced (the “**Offer Announcement**”), *inter alia*, that:

- (a) the Offeror has on 24 August 2017, entered into an agreement with Mdm Chia Ah Tow Mary (“**MC**”), to acquire from MC in aggregate 99,707,046 shares in the capital of the Company (the “**Shares**”), representing approximately 60.98 per cent. of the total number of Shares, for an aggregate cash consideration of S\$11,000,000 (the “**Acquisition**”). As a result of the Acquisition, the Offeror is required to make a mandatory general offer for the remaining Shares pursuant to Rule 14 of the Singapore Code on Take-overs and Mergers (the “**Code**”);
- (b) the Offeror intends to make a mandatory unconditional cash offer (the “**Offer**”) for all the Shares, other than those already owned, controlled or agreed to be acquired by the Offeror; and
- (c) the Offeror has received an Irrevocable Undertaking (as defined in Section 5 of the Offer Announcement) dated 24 August 2017 from Ms Ho Yow Ping (He Youping), in respect of 32,680,000 Shares (the “**Undertaking Shares**”), representing approximately 19.99% of the total number of the Shares, beneficially owned by her, *inter alia*, not to tender or procure the tendering for acceptance under the Offer of all or any of the Undertaking Shares and any Shares derived from the Undertaking Shares as well as any Shares which may be acquired by her or which may be conditionally or unconditionally issued to her subsequent to the date of the Irrevocable Undertaking. Please refer to paragraph 5 of the Offer Announcement for further information on the Irrevocable Undertaking.

The Board understands that the Acquisition has been completed on 24 August 2017.

A copy of the Offer Announcement is attached to this Announcement and is also available on the website of the SGX-ST at www.sgx.com. Shareholders are advised to review, in conjunction with this Announcement, the Offer Announcement in its entirety and carefully and in particular, for details of the Offer, information on the Offeror, the rationale for the Offer and the Offeror’s intentions for the Company in respect of the listing status of the Company.

2. DESPATCH OF THE OFFER DOCUMENT

According to the Offer Announcement, the formal offer document (the “**Offer Document**”) setting out the terms and conditions of the Offer and enclosing the relevant forms of acceptance, will be despatched to Shareholders not earlier than 14 days and not later than 21 days from the date of the Offer Announcement. The Offer will remain open for acceptances by Shareholders for a period of at least 28 days from the date of posting of the Offer Document.

3. INDEPENDENT FINANCIAL ADVISER

The Board will, in due course, appoint an independent financial adviser (the “**IFA**”) to advise the directors of the Company (the “**Directors**”) who are regarded as independent for the purposes of the Offer under the Code (the “**Independent Directors**”) and such appointment will be announced in due course.

A circular (the “**Offeree Circular**”) containing, *inter alia*, the advice of the IFA and the recommendation of the Independent Directors on the Offer will be despatched by the Company to Shareholders within fourteen (14) days from the date of the despatch of the Offer Document to be issued by or on behalf of the Offeror.

In the meantime, Shareholders are advised to exercise caution when dealing in their Shares and to refrain from taking any action in relation to their Shares which may be prejudicial to their interests until they or their advisers have considered the information and the recommendations of the Independent Directors, as well as the advice of the IFA, which will be set out in the Offeree Circular to be issued by the Company in due course. Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

4. RE-DESIGNATION OF MC AS A NON-EXECUTIVE DIRECTOR

As stated in the Offer Announcement, following the completion of the Acquisition, MC has resigned from her position as the Executive Chairman of the Company and from all executive positions within the Group with immediate effect. Consequently, MC will be re-designated as a non-executive Director and the non-executive Chairman of the Board.

Details of the re-designation is contained in a separate Appendix 7F announcement released today.

5. 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 (including without limitation, the Offer Announcement), 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, reflected or reproduced in this Announcement.

BY ORDER OF THE BOARD

YEUNG KOON SANG @ DAVID YEUNG
Lead Independent Director
24 August 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 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 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)